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(1924-1997)

October 2, 2019

The Honorable C. Joseph Norton
Baldwin County Circuit Court
312 Courthouse Square, Ste. 10
Bay Minette, Alabama 36507

RE: 05-CV-2014-900196.00

Bass Enterprises, L.L.C., etal -v-
Clarence E. Burke, Jr., etal.

Approximately 242± acres of undeveloped land
located in the Southeast quadrant of Bay Road
East and Baldwin County Road 12 South
(Vernant Park Road) in Foley, Alabama 36535

Dear Judge Norton:

In compliance with your request, I have made an appraisal of certain Real Property located in the Southeast quadrant of Bay Road East and Baldwin County Road 12 South near Foley, Alabama. This property has direct frontage County Road 12 South and Bay Road East and is undeveloped as of the effective date of appraisal. Total site size according to information provided in 242± acres. A complete description of the Subject Property and a valuation analysis is detailed in this appraisal report.

The purpose of this appraisal is to estimate the market value of the fee simple interest in the Subject Property, assuming that it is held free and clear and available for sale, as of the effective appraisal date. It is the appraiser's understanding that it is to serve as a guide to the client in the possible sale of the property.

I certify that I have personally inspected the property and I am of the opinion that the market value of the fee simple interest in the Subject Property, as of September 11, 2019, is as follows:

242± acres @ \$5,800/Ac. = \$1,403,600

Round to: \$1,404,000

ONE MILLION FOUR HUNDRED FOUR THOUSAND DOLLARS.

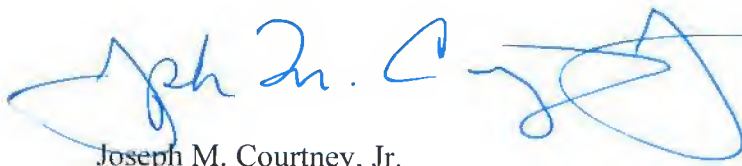
The accompanying report, representing data compiled during my investigation in estimating the Final Valuation of the Subject Property, is furnished to you in accordance with your request. This appraisal is made in conformance with the Uniform Standards of Professional Appraisal Practice (USPAP) of the Appraisal Standards Board of the Appraisal Foundation. It was compiled utilizing the "Appraisal Report" reporting option within the USPAP Guidelines.

I have completed numerous appraisals of undeveloped land in the South Baldwin County, Alabama market area over the past 37 years. Based on my training and expertise, I am fully competent to complete the specific engagement which is the Subject of this report.

I certify that I have no interest, present or contemplated, in the property described herein, and that neither the employment nor the compensation is contingent on the value of the property, and that this appraisal assignment was not based on a requested minimum valuation, a specific valuation, or the approval of a loan. According to my best knowledge and belief, all statements and information contained in this report are true and correct, subject to the limiting conditions.

This assignment was made subject to the regulations of the State of Alabama Real Estate Appraisers Board. The undersigned state licensed real estate appraiser has met the requirements of the Board that allows this report to be regarded as a certified appraisal.

Respectfully submitted,

A handwritten signature in blue ink, appearing to read "JMC Jr.", followed by a large, stylized flourish or checkmark-like mark.

Joseph M. Courtney, Jr.
JMCjr/rne

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ADDENDA

SALIENT INFORMATION

Property Identification:	Undeveloped acreage located in the Southeast quadrant of Bay Road East and Baldwin County Road 12 South (Vernant Park Road); Foley, AL 36535.
Interest Appraised:	Fee Simple, less oil, gas, and mineral rights.
Date of Value Estimate:	September 11, 2019
Date of Inspection:	September 11, 2019 and September 30, 2019
Date of Report:	October 2, 2019
Property Type:	Undeveloped acreage.
Size:	About 242± acres
Current Owner:	Per county records; Pennstarr, L.L.C. (1/2 interest) etal per tax records.
Zoning:	RA; Rural Agricultural
Highest & Best Use:	Investment holding with interim use for agricultural pursuits.
Fee Simple Estate Market Value Estimate via Direct Sales Comparison Approach:	\$1,404,000 or \$5,800/Acre

LIMITING AND CONTINGENT CONDITIONS

This appraisal is made subject to the following Limiting and Contingent Conditions:

- 1.) That the value is reported in dollars on the basis of the currency prevailing on the date of this appraisal.
- 2.) It is assumed that the title to the property is good, marketable, and held in fee simple.
- 3.) It is assumed that there are no existing liens, encumbrances, or assessments due to the Subject Property. No responsibility for legal matters is assumed, and no right to expert testimony is included.
- 4.) Valuation is reported without regard to question as to the title, boundaries, encumbrances, or encroachments.
- 5.) Possession of this report, or a copy thereof, does not carry with it the right of publication, nor may it be used for any purpose by any but the recipient, without the written consent of the appraisers.
- 6.) In this report, the distribution of the total valuation between land and improvements, if any, applies only under the existing program of utilization.
- 7.) The separate valuations for land and buildings, if any, must not be used in conjunction with any other appraisal, and are invalid if so used.
- 8.) The appraiser has no present contemplated future interest in the property herein appraised.
- 9.) This appraisal has been made in accordance with the rules of the professional ethics of the Appraisal Institute.
- 10) All information gathered by the appraiser in the course of this assignment is believed to be true and correct. No responsibility is assumed for any erroneous information given to the appraiser by others.

LIMITING AND CONTINGENT CONDITIONS (CONT.)

- 11.) The existence of hazardous materials, which may or may not be present on the property, was not observed by the appraiser. The appraiser has no knowledge of the existence of such materials on or in the property. The appraiser, however, is not qualified to detect such substances. The presence of potentially hazardous materials may affect the value of the property. The value estimate is predicated on the assumption that there is no such material on or in the property that would cause a loss in value. No responsibility is assumed for any such condition or for any expertise or engineering knowledge required to discover them. The client is urged to retain an expert in this field, if desired.
- 12.) No responsibility is assumed for the effect on value of hidden or unapparent conditions of the sub-soil or structures; or for arranging engineering studies to discover such conditions.
- 13.) The appraisal is to be used in whole and not in part. No part of the appraisal shall be used in conjunction with any other appraisal. Publication of the appraisal or any portion thereof without the prior written consent of Courtney & Morris Appraisals, Inc., is prohibited. This appraisal may not be used by any person other than the party to whom it is addressed or for the purposes other than for which it was prepared.

EXTRAORDINARY ASSUMPTIONS & DISCLOSURES

An extraordinary assumption is defined by the Uniform Standards of Professional Appraisal Practice (USPAP) to be “an assumption, directly related to a specific assignment, as of the effective date of the assignment results, which, if found to be false, could alter the appraiser’s opinion or conclusions”. Extraordinary assumptions presume as fact otherwise uncertain information. In other words, this type assumption involves uncertainty about an underlying premise. An example is a survey that displays a lot size. If the lot size is later found to be much smaller, then the value conclusion may be negatively affected.

USPAP Standard Rule 1-2(f) requires the identification of all extraordinary assumptions that are necessary for credible assignment results. This appraisal employs the following extraordinary assumptions.

- 1.) Features of the Subject site such as legal description, dimensions, size, etc. were obtained from the client, current owner, and/or publicly available sources. All information taken from these sources is assumed reasonably correct.
- 2.) Observations of the Subject Property were above ground only. It is assumed the Subject has no hidden defects. The appraiser did not attempt to study, dig, probe, investigate, detect, remove materials, or discover unfavorable physical features.
- 3.) Ad Valorem Tax information for the Subject was obtained from the Baldwin County Revenue Commissioner’s Office so it is assumed reasonably correct. All information from any credible source is assumed reasonably correct. Moreover, this information is assumed the most recent that is expeditiously available to the public.
- 4.) A recently issued title policy was not furnished to the appraiser. If a value-impairment is identified or suggested in a title policy, another professional report, or some other document, this appraisal does not address issues that are significantly atypical for a valuation of this type property unless specifically identified in the Scope of Work section of this report.

The above extraordinary assumptions as well as other assumptions anywhere herein are integral premises upon which the conclusions in this document are based, if any of these assumptions are later found to be materially untrue or inaccurate, then this report’s assignment results may or may not be affected.

HYPOTHETICAL CONDITION

USPAP defines a hypothetical condition as “a condition, directly related to a specific assignment, which is contrary to what is known by the appraiser to exist on the effective date of the assignment results, but is used for the purpose of analysis.” Hypothetical conditions assume conditions that are contrary to known fact. None were considered for this assignment.

PHOTOGRAPHS OF THE SUBJECT PROPERTY



FRONTAGE ON BALDWIN COUNTY ROAD 12



FRONTAGE ON BAY ROAD EAST

PHOTOGRAPHS OF THE SUBJECT PROPERTY (CONT.)



VIEW OF SITE FROM SOUTHWEST CORNER



VIEW OF SITE FROM EAST SECTOR OF SITE

PHOTOGRAPHS OF THE SUBJECT PROPERTY (CONT.)



VIEW OF SITE FROM SOUTHEAST CORNER



VIEW OF SITE FROM NORTHEAST CORNER

PHOTOGRAPHS OF THE SUBJECT PROPERTY (CONT.)



VIEW OF SITE FROM BAY ROAD EAST



ALTERNATE VIEW OF SITE FROM BAY ROAD EAST

PHOTOGRAPHS OF THE SUBJECT PROPERTY (CONT.)



VIEW OF WOODED SECTOR ALONG BALDWIN COUNTY ROAD 12 SOUTH



INTERIOR VIEW OF WOODED SECTOR

PHOTOGRAPHS OF THE SUBJECT PROPERTY (CONT.)



INTERIOR VIEW



VIEW OF NOLTE CREEK

IDENTIFICATION AND PURPOSE OF THE APPRAISAL

The Subject Property

The Subject Property is located in the Southeast quadrant of Bay Road East and Baldwin County Road 12 South (Vernant Park Road) near Foley, Alabama. The parcel comprises about 242± acres of undeveloped land that has direct frontage on Bay Road East and County Road 12 South. The parcel is further described in the body of this report.

Effective Date of Appraisal

September 11, 2019

Date of Appraisal

October 2, 2019

Legal Description

Parcel A of Pennstar Exempt Subdivision in Slide 2455C, Probate Records, Baldwin County, Alabama (Said Parcel contains 3.01 acres more or less).

Parcel B of Pennstar Exempt Subdivision in Slide 2455C, Probate Records, Baldwin County, Alabama (Said Parcel contains 3.03 acres more or less).

Parcel C of Pennstar Exempt Subdivision in Slide 2455C, Probate Records, Baldwin County, Alabama (Said Parcel contains 235.96 acres more or less).

Property Rights Appraised

Fee simple interest, less oil, gas, and mineral rights.

Definition of Fee Simple Estate

The value of a fee simple interest is defined by The Dictionary Real Estate Appraisal Sixth Edition, 2015 published by the Appraisal Institute as follows:

IDENTIFICATION AND PURPOSE OF THE APPRAISAL (CONT.)

“Absolute ownership unencumbered by any other interest or estate, subject only to the limitations imposed by the governmental powers of taxation, eminent domain, police power, and escheat.”

Zoning

The Subject Property is located in Unincorporated Zoning District 21 of Baldwin County, Alabama and is presently zoned RA; Rural Agricultural. This zoning provides for large, open, un-subdivided land that is vacant or is being used for agricultural, forest or other rural purposes. This allows for single family usage up to 40,000 square foot sites, agricultural uses, some institutional uses, and some limited commercial uses.

Utilities

Utilities available to the Subject Property consist of electricity and telephone service as of the effective date of appraisal. Riviera Utilities (water) and Baldwin County Sewer Service have existing lines along Baldwin County Road 49 and Baldwin County Road 12. These services would need to be extended to the site.

Ad Valorem Taxes

As per the Baldwin County Tax Assessor's Office, the Subject Property is identified as four separate parcels of real estate. Details concerning Ad Valorem taxes on the Subject Property as provided by the Baldwin County Revenue Commissioner's office are as follows:

PPIN:	13708
Tax I.D. No.:	60-03-08-0-000-001.000
Owner:	Pennstar, L.L.C., etal.
Site Size:	49± Acres
Assessed Site Value:	\$245,000
Assessed Imp. Value:	-0-

IDENTIFICATION AND PURPOSE OF THE APPRAISAL (CONT.)

Total Assessed Value \$245,000
Tax Liability for 2019: \$72.76
PPIN: 337847
Tax I.D. No.: 60-03-08-0-000-006.004
Owner: Pennstar, L.L.C., etal.
Site Size: 3± Acres
Assessed Site Value: \$15,000
Assessed Imp. Value: -0-
Total Assessed Value \$15,000
Tax Liability for 2019: \$3.92

PPIN: 287243
Tax I.D. No.: 60-03-08-0-000-006.002
Owner: Pennstar, L.L.C., etal.
Site Size: 2.90± Acres
Assessed Site Value: \$14,500
Assessed Imp. Value: -0-
Total Assessed Value \$14,500
Tax Liability for 2019: \$4.48

PPIN: 86595
Tax I.D. No.: 60-03-08-0-000-019.000
Owner: Pennstar, L.L.C., etal.
Site Size: 188± Acres
Assessed Site Value: \$940,000
Assessed Imp. Value: -0-
Total Assessed Value \$940,000
Tax Liability for 2019: \$255.52

Summary

Total Site Size: 242.90± Acres
Total Assessed Value: \$1,214,500 or \$5,000/Acre
Total Tax Liability for 2019: \$336.68

Assessed values are deemed to be under market value based on my analysis herein. Taxes were charged based on current use as farm land which provides the owner a significant reduction in Ad Valorem Taxes. Assessed values are consistent with other nearby, similar properties.

IDENTIFICATION AND PURPOSE OF THE APPRAISAL (CONT.)

Prior Services

USPAP requires the appraiser to inform the client of any prior services regarding the Subject Property during the preceding 3 year period, as an appraiser or in any other capacity. The appraiser signing this report has previously appraised the Subject Property over the preceding 3 year period.

Intended Use of the Appraisal

This appraisal is made at the request of the Honorable C. Joseph Norton, Circuit Judge of Baldwin County, Alabama, for the purpose of estimating the market value of the fee simple interest in the Subject Property, based on market conditions prevailing as of September 11, 2019. The appraisal will be utilized in evaluating the Subject Property in matters related to its possible sale.

Definition of Market Value

Market Value, as defined by the Financial Reform, Recovery, and Enforcement Act of 1989 (FIRREA), effective August 9, 1990; Reaffirmed December 10, 2010.

“The most probable price which a property should bring in a competitive and open market under all conditions requisite to a fair sale, the buyer and seller, each acting prudently and knowledgeably, and assuming the price is not affected by undue stimulus. Implicit in this definition is the consummation of a sale as of a specified date and the passing of title from seller to buyer under conditions whereby:

- a. Buyer and seller are typically motivated;
- b. Both parties are well informed or well advised, and acting in what they consider their own best interest;

IDENTIFICATION AND PURPOSE OF THE APPRAISAL (CONT.)

- c. A reasonable time is allowed for exposure in the open market;
- d. Payment is made in terms of cash in U.S. dollars or in terms of financial arrangements comparable thereto; and
- e. The price represents the normal consideration for the property sold unaffected by special or creative financing or sales concessions granted by anyone associated with the sale.

Source: Code of Federal Regulations
C.F.R – Part 34

Definition of Highest and Best Use

“The reasonably probable use of property that results in the highest value. The four criteria the highest and best use must meet are legal permissibility, physical possibility, financial feasibility, and maximum productivity.”

(Source: *The Dictionary of Real Estate Appraisal*, Sixth Edition, published by the Appraisal Institute, 2015.)

Highest and Best Use of the Subject Property

In considering the highest and best use, I have considered all factors relative to the highest and best use. This includes the physically possible use, legally permissible use, economically feasible use, and that use of the aforementioned uses that generates the highest net economic return. I have outlined the various locational features in the "Neighborhood Data" section of this report. In considering the locational features, current zoning, physical attributes, and all other factors I consider the highest and best use of the Subject Property to be for investment holding with an interim use for agricultural pursuits.

IDENTIFICATION AND PURPOSE OF THE APPRAISAL (CONT.)

The Subject site is located within Unincorporated Zoning District 21 of Baldwin County and is zoned RA; Rural Agricultural. This district has historically been considered an interim use until a development plan is put forth. Uses permitted by right include farms, single family dwellings, parks, public buildings, schools, etc. Commercial uses are generally prohibited. From a legal perspective, the property would appear to be best suited for agricultural usage until demand dictates development.

The Subject site is located in the Southeast quadrant of County Road 12 South and Bay Road East in the Bon Secour community, between Foley and Gulf Shores, Alabama. The parcel lies in a sector of the county that has historically been agricultural. This trend is entrenched with land in the immediate area devoted primarily to row crop or sod.

The Subject Property is situated approximately five miles North of the Intracoastal Waterway in Gulf Shores. It lies approximately six miles Northwest of the W.C. Holmes Bridge which has traditionally been thought of as the entrance to Gulf Shores proper. This bridge also spans the Intracoastal Waterway at this location. Other prominent landmarks noted include the Gulf of Mexico, eight miles South; Wolf Bay, eleven miles East; and Bon Secour Bay, two miles West.

Physically, the parcel comprises approximately 242 \pm acres of vacant land. It has approximately 3,228 feet of frontage along the East right-of-way of County Road 12 South and approximately 2,430 feet of frontage on the South right-of-way of Bay Road East. County Road 12 South is a county maintained, two laned asphalt paved road at this location. Bay Road East is

IDENTIFICATION AND PURPOSE OF THE APPRAISAL (CONT.)

an unpaved county maintained road at this location. In total, the site has approximately 5,658± feet or 1.07 miles of road frontage of which .61 miles are paved.

The topography of the parcel is considered to be level to moderately rolling. Information provided indicated that about 75% of the site is cleared and in cultivation with the remainder consisting of scattered hardwoods. The primary soil types noted are Norfolk, Ruston, Tifton and Faceville. Nolte Creek bisects the parcel creating some land not suitable for traditional development. In all, soil conditions would be considered as average to good for development, except for that portion affected by Nolte Creek.

Public utilities available as of the effective appraisal date included electricity and telephone service. Public sewer, which is available from Baldwin County Sewer Service, is located along County Road 49 (about 1 mile East). City water is provided by Riviera Utilities at this same location.

In conclusion, the physical characteristics of the site are considered to be average to good. No adverse conditions were noted from a physical perspective that would detract from the marketability of the site.

The property is situated in one of the fastest growing counties in Alabama and lies in a sector of the county which has experienced a significant amount of real estate activity and economic growth. Most of this growth has occurred closer to Highway 59 near Gulf Shores and Foley. Various economic indicators such as building permits, retail sales, lodging tax receipts, employment figures, population figures, etc., have been impressive over the past two decades. For example, Baldwin County is the leading county in the State in terms of lodging tax receipts.

IDENTIFICATION AND PURPOSE OF THE APPRAISAL (CONT.)

This is quite impressive as the county lacks the population base found in Birmingham (Jefferson county), Montgomery, and Mobile County. Gulf Shores has developed as one of the leading destination resorts over the whole Gulf Coast region.

In conclusion, after a thorough analysis of the Subject Property, including it's zoning, existing development in the immediate area, and physical characteristics of the parcel, I have concluded that the highest and best use of the Subject Property is for investment holding until demand dictates development. There is not sufficient demand for development of this property as of the effective appraisal date.

Flood Zone

According to Federal Flood Insurance Administration Map, Community Parcel No. 01003C-0906L, the Subject Property lies in Flood Zone X. This zone consists of areas outside of the 500-year flood plain. It is considered to be an area of minimal flooding.

IDENTIFICATION AND PURPOSE OF THE APPRAISAL (CONT.)

Three Year Sales History

The Subject Property has not been involved in any transactions over the preceding three years based on my research of the Baldwin County Probate records and knowledge of the property. The last transactions are detailed below.

Sale No. 1

Location: The Southwest quadrant of County Road 12 South and Bay Road East in the Bon Secour community, between Foley and Gulf Shores, Alabama.
Grantor: George J. and Ida S. Nolte
Grantee: Hopper Land Development South, L.L.C.
Date: October 28, 2005
Site Size: 244 \pm acres
Sales Price: \$2,440,000 – \$10,000/Acre.
Reference: Instrument No. 934549/Purchase Agreement.

Sale No. 2

Location: The Southwest quadrant of County Road 12 South and Bay Road East in the Bon Secour community, between Foley and Gulf Shores, Alabama.
Grantor: Hopper Land Development, L.L.C.
Grantee: Pennstar, L.L.C. & Bass Enterprises
Date: October 28, 2005
Site Size: 244 \pm acres.
Sales Price: *\$4,880,000 – \$20,000/Acre.
Reference: Instrument No. 934550
Comments: Grantees took title with an undivided $\frac{1}{2}$ interest as tenants in common.
*Sales price was derived through deed tax. A purchase agreement was not provided. The market during the 2005 time frame was very active with a number of flips and resales prevalent. The Subject Property was involved in such a transaction. The Baldwin County market receded in 2007 and most property values have not reverted back to 2005 figures.

To my knowledge, the Subject has not been formally offered for sale in the marketplace. It has been the subject of litigation for a number of years.

IDENTIFICATION AND PURPOSE OF THE APPRAISAL (CONT.)

Environmental Issues

An environmental assessment of the Subject Property exceeds the scope of this report. Any reference to environmental issues indicates my research into the environmental matters affecting the market; such reference shall not be construed as an opinion on specific issues concerning the Subject Property unless otherwise noted in this report.

Disclosure of Competency

The appraiser has completed numerous appraisal assignments of vacant land in the South Baldwin County, Alabama market area encompassing the Subject's general location. Based on my training and expertise, I am fully competent to complete the specific engagement which is the subject of this report.

Intended User

The intended user of this report is the Honorable C. Joseph Norton, of the Baldwin County Circuit Court and/or assigns.

Exposure Time

Exposure time is defined as "the length of time the property interest being appraised would have been offered on the market prior to the hypothetical consummation of a sale at market value on the effective date of the appraisal; a retrospective estimate based upon an analysis of past events assuming a competitive and open market." (Source: Statement of Appraisal Standards No. 6). The estimated exposure time for the Subject Property is 6 to 12 months.

IDENTIFICATION AND PURPOSE OF THE APPRAISAL (CONT.)

Marketing Time

Marketing time is defined as "an estimate of the amount of time it might take to sell a property interest in real estate at the estimated market value during the period immediately after the effective date (valuation date) of the appraisal". (Source: USPAP Advisory Opinion G-7). Based on activity in this sector of the market, it is my opinion that the Subject Property has a marketing time of 6 to 12 months.

Scope of the Appraisal

As part of this appraisal report, I made inspections of the Subject Property on September 11 and 30, 2019. After the inspections, I made a number of independent investigations and analyses that allowed me to reach a market value conclusion.

I examined the Baldwin County Planning and Zoning website for Baldwin County, Alabama and identified the Subject Property. I then determined the legal constraints that presently impact the Subject Property after my discussion with employees at Baldwin County Planning and Zoning and a review of the related documents.

I reviewed the Baldwin County Probate Court records for information regarding the sales history and listing history of the Subject Property which is detailed herein. I also have had previous dealings with some of the owners and am aware of the prior sales history. This was reported herein.

I made a detailed search of the neighborhood and made note of existing and past development and land uses in the area surrounding the Subject Property.

IDENTIFICATION AND PURPOSE OF THE APPRAISAL (CONT.)

I researched and analyzed a number of sales and listings of large sized land tracts in the South Baldwin County market area. Adjustments were applied for differences between the Subject Property and the comparables. After adjustments were applied I calculated the estimated value of the Subject Property on a price per acre basis.

The comparable site sales were verified by the buyer, seller, or broker involved in the transaction to verify the sales data and ensure that the sales were at arm's length. I also relied on secondary sources such as the Baldwin County Probate Court records, MLS data, the appraiser's file base and on-line database information.

In the valuation of the Subject Property, I have diligently gathered all available pertinent market information which is deemed to have an impact on this appraisal assignment. After assemblage of all available relevant data, it was analyzed and correlated into a market value estimate as is for the Subject Property. The fact that the Subject Property consists of undeveloped land has relegated the appraiser to consider only the Direct Sales Comparison or Market Approach to Value.

Reporting Option

This report was compiled utilizing the "Appraisal Report" reporting option in conformance with the Uniform Standards of Professional Practice (USPAP).

Environmental Issues

An environmental assessment of the Subject Property exceeds the scope of this report. Any reference to environmental issues indicates my research into the environmental matters

IDENTIFICATION AND PURPOSE OF THE APPRAISAL (CONT.)

affecting the market; such reference shall not be construed as an opinion on specific issues concerning the Subject Property unless otherwise noted in this report.

Disclosure of Competency

The appraiser has completed numerous appraisal assignments of undeveloped land in the Central Baldwin County market area encompassing the Subject's location. Based on my training and expertise, I am fully competent to complete the specific engagement which is the subject of this report.

Use of the Subject Property

USPAP requires that the appraiser disclose the use of the Subject Property as of the effective date of appraisal and the context from which the property is appraised. The Subject Property was an undeveloped tract of land as of the effective date of appraisal. It was appraised based on its use as undeveloped land.

NEIGHBORHOOD DATA

The Subject Property is located on the East side of Baldwin County Road 12 South near its intersection with Bay Road East in the Bon Secour community, West of Foley, Alabama. It lies about six miles West of State Highway 59 and about 2.5 miles South of Highway 98 in a semi-rural sector of Baldwin County.

Forbes.com has named Baldwin County's Eastern Shore (includes Foley) as the 4th best place to live in the United States in the event of an economic recession. This was based on an analysis of recent U.S. Census data and federal unemployment statistics.

The article states that families living along the Eastern Shore were more likely to have relatively low mortgage debt, higher-than-average income, and high level of education. Less than 40% of homes on the Eastern Shore are mortgaged and about 30% of the area's population held a bachelor's degree or higher (national average is about 26%).

Foley is an approximate 45-minute drive from both downtown Mobile, Alabama, to the West, and downtown Pensacola, Florida to the East. The primary access routes to Foley are U.S. Highway 98, which runs along the Eastern Shore to Mobile Bay, and then in an Easterly direction from the Mullet Point area through Foley to Pensacola, Florida; and Alabama Highway 59, which runs North-South the entire length of Baldwin County. Highway 59, which is a four-lane artery from Interstate 10 to its terminus in Gulf Shores, serves as the primary conduit from both Interstates 10 and 65 through Foley to the Alabama Gulf Coast. According to the Alabama Traffic Flow Map, Highway 59 is the most heavily traveled highway in South Baldwin County.

The OWA development consists of approximately 520± acres located at the Northwest corner of County Road 20 (Mifflin Road) and the Foley Beach Express. The property was

NEIGHBORHOOD DATA (CONT.)

developed by the Poarch Band of Creek Indians and opened to the public in July, 2017. The project features 21 amusement park rides, a motel, restaurants, and shopping. The facility will also comprise a 14 acre lake with a 1.5 acre island, a 400-seat amphitheater, and boathouses on the lake.

Later phases of the project are to include a 16 acre expansion to the existing 14 acre amusement park, a 170-space RV park and 2 more motels in addition to the existing 150-room Marriott TownPlace Suites motel.

Some of the tenants in the initial phase of the restaurant/retail area include Sunglass World, Wahlburgers Restaurant, Alvin's Island, Fairhope Soap Company, Hershey's Ice Cream Shop, and Utopia.

The entire OWA buildout represents a \$500 million investment by the Poarch Tribe. The first 2 phases represent a \$240 million investment, with total buildout scheduled over the next 5 years. Fact sheets put out by OWA project a \$244 million impact on Baldwin County's economic output and a \$78.5 million bump to the region's payroll.

The Tanger Center Outlet Mall (formerly known as the Riviera Center), is located on the South side of town and was completed in 1989 (Phase I). It is an upscale outlet mall and, since its inception, has had several major expansions. With its latest addition, total number of stores within the mall is in excess of 130, and it is by far the largest retail center in Baldwin County.

This property was reported to be one of the nation's leading outlet malls based on sales per a renovation over the past 8 years. It is anchored by various well-known regional and national companies and comprises over 557,000 square feet of gross leasable space. The center

NEIGHBORHOOD DATA (CONT.)

has enjoyed good occupancy over the years and has undergone owner. Prominent tenants for the Tanger Center include:

<u>Company</u>	<u>Product</u>
Banana Republic	Apparel
Brooks Brothers	Apparel
Nike	Sporting Apparel
Polo/Ralph Lauren	Apparel
Tommy Hilfiger	Apparel
Bass Co.	Shoes

Since its development, the Tanger Center seems to have acted as a catalyst for new development in Foley. Wal-Mart opened a “Super Center” in the fall of 1993, and since then several automobile dealerships, several new motels, numerous restaurants, and various other businesses have constructed new facilities in Foley. Home Depot, Lowe’s Home Center, and Office Depot have all built new stores in Foley within the past ten years.

The entire South Baldwin County area has experienced a similar pattern of economic growth, and retail sales tax revenues reported by the City of Foley are indicative of the strength of the area’s economy. As the following table indicates, sales tax revenues have consistently experienced double-digit growth since fiscal year 1987 - 1988, with an average annual compound increase through fiscal year 2007 – 2008 of approximately 15.70%. Sales receipts for 2008-2009 were down about 9%, which was reflective of a poor national and regional economy. The numbers from 2009-2010 were up about 6%, which is considered a positive based on the

NEIGHBORHOOD DATA (CONT.)

BP/Transocean Oil spill's impact on the Gulf Coast. The numbers for 2010-2011 show an approximate 9% increase over the preceding year. The sales receipts for 2011-2012, 2012-2013, and 2013-2014 increased at just over 5% per year. The information provided for 2014-2015 indicated continued growth at just over 5.7%. The fiscal year 2015-2016 finished about 5% over 2014-2015. Sales tax collected for 2016-2017 was up a whopping 37% over the previous year assisted by a 1% temporary sales tax increase that started in April of 2017. Taxes collected for the 2017-2018 fiscal year were up about 22.13%. Collections for the first 8 months are up an additional 10%±. Please refer to the following table.

NEIGHBORHOOD DATA (CONT.)

<u>Fiscal Year</u>	<u>Sales Tax Receipts</u>	<u>% Increase</u>
1987-1988	\$676,554	
1988-1989	\$948,316	40.2%
1989-1990	\$1,123,459	18.5%
1990-1991	\$1,316,704	17.2%
1991-1992	\$1,585,448	20.4%
1992-1993	\$1,946,291	22.8%
1993-1994	\$2,302,882	18.3%
1994-1995	\$2,706,897	17.5%
1995-1996	\$2,988,526	10.4%
1996-1997	\$3,751,253	25.5%*
1997-1998	\$3,724,526	-0.7%*
1998-1999	\$4,010,786	7.7%
1999-2000	\$4,536,508	13.1%
2000-2001	\$4,508,499	-0.6%
2001-2002	\$4,737,155	5.1%
2002-2003	\$4,900,975	5.6%
2003-2004	\$5,404,740	8.1%
2004-2005	\$5,816,915	7.6%
2005-2006	\$6,607,451	13.6%
2006-2007	\$10,001,186	51.4%
2007-2008	\$11,076,504	10.75%
2008-2009	\$10,015,279	-9.04%
2009-2010	\$10,075,681	6.03%
2010-2011	\$10,959,261	8.77%
2011-2012	\$11,397,278	4.00%
2012-2013	\$12,023,754	5.50%
2013-2014	\$12,699,430	5.62%
2014-2015	\$13,428,794	5.74%
2015-2016	\$14,100,815	5.00%
2016-2017	\$19,280,693	36.73%
2017-2018	\$23,546,995	22.13%
2018-2019 (8 months)	\$16,149,233	

- Temporary sales tax implemented in April, 2017. Sales tax increased from 2% to 3%. An additional \$13,146,814 was raised by this tax from April, 2017 to September, 2018.

NEIGHBORHOOD DATA (CONT.)

In January, 2014, the City of Foley a developer requested 1% user fee to be charged at retail stores on top of the existing 9% city, county and state sales taxes to assist in paying for site work and infrastructure improvements. The fee is to be split 70-30, with 30% going to the City for infrastructure improvements.

Big Lots and Hobby Lobby have recently completed stores just North of Mifflin Road. The City has agreed to pay \$1.2 million dollars towards infrastructure improvements for these retailers. In addition to these big box retailers, a Whataburger restaurant has recently opened on South McKenzie Street just South of County Road 20 in front of Lowes.

The recent business construction appears to be a trend in South Baldwin County when one considers the Walmart Super Center was recently completed in Robertsdale, the uptick in new businesses, particularly restaurants, in Orange Beach.

After a decline following the BP Oil Spill in 2010, tourism rebounded positively in 2011 and 2012. The previous record for gross lodging revenue was established in 2007 at \$232 million. Those figures topped \$276 million in 2011, and have continued to escalate.

Lodging tax receipts for the City of Foley had increased steadily over the past five years. 2014 was a record year with an increase of almost 100%. The upward trend continued in 2015 and 2016 with an approximate 10% increase in lodging taxes for 2015, 12% for 2016, and 13% for 2017. 2018 continued this trend increasing at about 15% over 2017. Lodging tax information supplied by the City can be found on the following page.

NEIGHBORHOOD DATA (CONT.)

CITY OF FOLEY - LODGING TAX
01-4261

Month	FY09	FY10	FY11	FY12	FY13	FY14	FY15	FY16	FY17	FY18	FY19	Budget FY19
OCTOBER	\$ 16,814.86	\$ 16,516.92	\$ 22,110.78	\$ 18,272.06	\$ 16,348.88	\$ 18,193.53	\$ 42,539.18	\$ 56,582.20	\$ 60,431.43	\$ 80,878.30	\$ 90,738.59	\$ 81,906.26
NOVEMBER	16,670.82	17,404.54	19,113.96	18,884.71	20,077.88	36,290.29	44,138.41	53,070.76	61,123.84	66,814.27	104,553.04	67,462.60
DECEMBER	13,731.84	15,273.34	12,632.95	14,272.67	13,691.87	25,083.91	27,437.93	36,466.53	50,324.38	50,025.04	76,862.87	50,682.11
JANUARY	11,031.33	10,690.56	12,226.87	12,762.44	12,715.65	24,093.45	26,353.68	28,184.05	29,886.53	43,073.07	51,021.30	43,621.60
FEBRUARY	11,816.35	11,025.39	12,303.52	16,738.12	18,277.50	26,535.84	32,193.31	32,407.44	35,880.60	43,125.35	49,804.58	43,674.55
MARCH	14,844.48	14,480.38	16,294.64	18,789.47	18,781.33	37,255.77	45,656.34	53,080.44	71,586.10	74,032.19	77,172.22	74,974.98
APRIL	21,521.31	27,458.22	31,130.63	36,522.03	38,504.09	78,368.83	75,993.70	103,237.46	99,453.89	121,582.91	158,713.69	123,131.27
MAY	17,115.14	22,218.84	23,287.57	28,256.00	26,157.84	66,565.57	89,518.33	71,334.31	97,254.38	95,632.41	110,730.70	96,850.29
JUNE	28,055.25	30,681.88	37,286.41	42,288.91	42,255.76	97,218.33	105,798.21	125,021.04	129,063.83	141,370.08		143,170.41
JULY	38,982.84	43,180.46	43,378.23	53,437.91	57,280.92	112,215.30	131,847.89	136,316.86	144,309.60	181,838.46		183,951.63
AUGUST	51,703.29	50,242.28	63,538.21	61,813.88	64,839.84	138,635.51	162,446.36	173,274.48	200,849.09	225,257.72		228,126.59
SEPTEMBER	24,291.14	22,057.44	23,573.32	27,428.77	34,878.03	78,116.09	64,532.27	74,963.83	72,927.09	101,193.28		112,467.90
TOTALS	\$ 264,388.46	\$ 281,240.03	\$ 316,847.19	\$ 346,027.77	\$ 371,810.59	\$ 739,589.42	\$ 828,556.59	\$ 943,819.30	\$ 1,053,180.86	\$ 1,224,421.06	\$ 720,394.99	\$ 1,250,000.00
Revenue Oct	(17,885.76)	(22,110.78)	(16,272.06)	(18,348.88)	(18,193.53)	(18,193.53)	(42,539.18)	(56,582.20)	(60,431.43)	(80,878.30)		(80,878.30)
Acctue Sep	17,274.22	22,110.78	18,272.06	18,348.88	18,193.53	42,539.18	56,582.20	60,431.43	80,878.30	90,738.59		
Audited Total	\$ 282,274.22	\$ 286,465.05	\$ 311,008.47	\$ 347,104.39	\$ 372,865.44	\$ 782,915.07	\$ 842,598.61	\$ 947,786.53	\$ 1,073,625.73	\$ 1,234,281.35	\$ 720,394.99	
FY 2018-19	OCT	NOV	DEC	JAN	FEB	MAR	APR	MAY	JUN	JUL	AUG	SEPT
GROSS	\$ 90,736.59	\$ 104,553.04	\$ 78,882.87	\$ 51,021.30	\$ 49,804.58	\$ 77,172.22	\$ 159,713.69	\$ 110,730.70				
LESS FEE	(271.25)	(224.75)	(208.25)	(224.75)	(193.75)	(201.50)	(255.75)	(232.50)				
NET	\$ 90,465.34	\$ 104,328.29	\$ 78,653.82	\$ 50,796.56	\$ 49,410.83	\$ 76,870.72	\$ 159,457.94	\$ 110,498.20				
ACTUALS												
% of +/-												
Current Month	12.19%	56.95%	53.65%	18.45%	15.02%	4.24%	31.38%	15.79%	-100.00%	-100.00%	-100.00%	-100.00%
% of +/- YTD	12.19%	32.41%	37.79%	34.33%	31.38%	25.77%	27.19%	25.29%	0.57%	-19.78%	-35.86%	-41.16%
BUDGET												
% of +/- Current	10.76%	54.98%	51.72%	18.86%	13.58%	2.93%	28.71%	14.33%	-100.00%	-100.00%	-100.00%	-100.00%
% of +/- YTD	10.76%	30.74%	36.06%	32.64%	29.74%	24.19%	25.59%	23.72%	-0.70%	-20.76%	-36.67%	-42.37%

NEIGHBORHOOD DATA (CONT.)

In addition to Foley's overall retail growth rate is the increase of other goods and service markets. For example, several years ago the South Baldwin Regional Medical Center underwent an \$8,000,000 expansion and remodeling of its existing facility. Since then, the emergency room facilities have been renovated and enlarged, and a renovating and expansion of the patient room wing has commenced. Since expanding, development in the hospital area on the North side of town has increased appreciably. Specialists with practices in the Mobile and Pensacola metropolitan areas have located satellite offices in Foley and several practitioners have started primary practices as well.

Cancer treatment specialists from both Mobile and Pensacola have built new cancer treatment centers (the first two to ever be located in Baldwin County) in Foley and the hospital continues to expand its services and property holdings. A growing number of medical-related businesses as well have located in Foley since the hospital expansion.

Most commercial development can be found along both sides of Highway 59 from U.S. Highway 98, Southwardly to the Southern incorporated limits of Foley. This stretch of highway frontage contains a heavy concentration of commercial properties from Highway 98 down to the Moyer Ford automobile dealership and houses various neighborhood shopping centers, fast food restaurants, branch banking facilities, convenient food stores, self-service gasoline stations, motels, small offices, etc. In addition to the growth in the retail sector, the lodging industry has emerged and, including the Riviera Lodge and the Hampton Inn, comprises over 430 rooms.

NEIGHBORHOOD DATA (CONT.)

A survey of the various properties in the Foley market is as follows:

<u>Property</u>	<u># of Rooms</u>	<u>Comments</u>
Former Holiday Inn Express (now Econolodge)	83	Opened Fall, 1995
Key West Inn	44	Opened Spring, 1994
Super 8 Inn	86	Completed 20-room addition in early 1990's
Best Western	42	Opened in early 1990's
Riviera Lodge	125	Opened in Spring of 1997
Hampton Inn	58	Opened 1997
Comfort Suites	62	Opened Spring 2007
Holiday Inn Express	<u>79</u> 577	April 2004

In the late 1990's, there has been a small increase of properties in Gulf Shores. The additions to the market are found along the Highway 59 corridor between the Intracoastal Bridge and Craft Farms. The properties are detailed on the following page.

NEIGHBORHOOD DATA (CONT.)

<u>Property</u>	<u># of Rooms</u>	<u>Comments</u>
Marriot Courtyard	90	Opened in 1997
Comfort Inn	50	Opened in 1996
Microtel	<u>70</u> 646	Opened in 1998

In addition to these properties, there have been some recent additions of Gulf beachfront properties. The most recent was the Hampton Inn in Orange Beach. The property overlooks the Gulf of Mexico. A motel is presently under construction in the Southern sector of Foley at this time.

Each individual parcel of real estate has its own personality created by the intersection of a number of forces, some external to the property and some from physical attributes of the property itself. In this particular instance, the neighborhood in which the Subject Property is located would be considered the extreme Southern sector of Foley.

The Foley Municipal Airport is located on Airport Road just South of Baldwin County Road 24. The airport has a 3,700' x 75' North (18) – South (36) asphalt runway. It is a full service fixed base operation offering flight instructions, maintenance, aircraft rentals, car rentals, and a lounge/supplier.

The Foley Beach Express Industrial Park comprises approximately 394± acres of land located on the East and West sides of the Foley Beach Express approximately .5 miles South of U.S. Highway 98. Approximately 170± acres lies on the East side of the Foley Beach Express and approximately 224± acres lies on the West side of the Foley Beach Express. As of the date

NEIGHBORHOOD DATA (CONT.)

of appraisal, the appraiser noted the following companies in the Park: Azek (formerly ProCell Decking), GCIS-Construction & Industrial Supplies, Glass Incorporated, and Swift Engineering Truss Systems.

Ascend Performance Materials (formerly Solutia) employs approximately 70 people at its 39-acre plant on South Bay Street in Foley. In late 2012 they completed a \$7 million expansion of this plant which created additional jobs. The expansion increased to double output at the nylon production facility.

The Foley Industrial Development Board approved some enticements to bring about the expansion which included a 10-year break from non-school property taxes on the new investment and a waiver of sales and use taxes on equipment and construction supplies related to the project. The company is also eligible to write off its investment from state corporate income taxes at up to 5% a year for 20 years if its profits are high enough.

Foley is located about 10 miles North of the Gulf of Mexico. Baldwin County's coastal area is South of the Intracoastal Waterway and is actually an island. It is bound on the North by the waterway and several bay streams. Perdido Pass to the East, the Gulf of Mexico to the South, and Mobile Bay to the West form the island's boundaries. This area is locally referred to as "Pleasure Island" and is the focal point of most of the tourist activity in Baldwin County.

The boom in condominium development along the Gulf Coast has been the catalyst for development of all types of tourist related businesses on the island, and has complemented Foley's impressive retail growth.

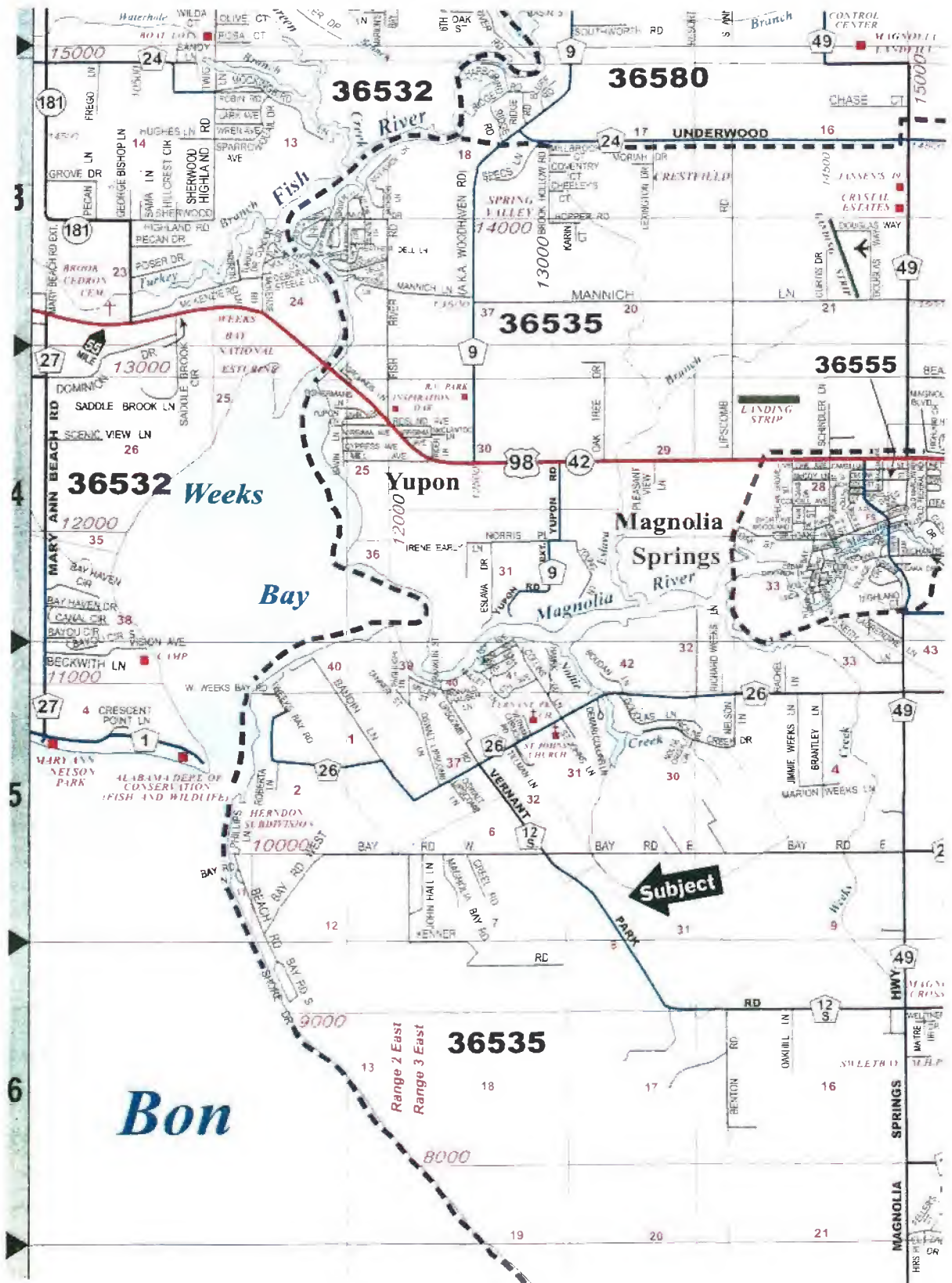
NEIGHBORHOOD DATA (CONT.)

An important development in the East Foley/Elberta area is the construction of the Baldwin Beach Express Parkway. This private toll road was constructed by Baldwin County Bridge company and opened to the public in July, 2000. This road extends from Interstate 10 South to its terminus at Highway 180 in Orange Beach near the Gulf State Park. This roadway lies about 3 miles West of Elberta and provides an excellent alternate North/South artery.

It is my opinion that, long-term, the area will grow from a population as well as an economic standpoint. Property values appear to be in the rise again as we distance ourselves from the recent recession.

Population and personal income growth have exceeded levels existing across the rest of Alabama and it is the appraiser's conclusion that the area will continue to grow both economically and demographically. Judging from past trends and from the governmental, industrial, and commercial nuclei already forming the backbone of the South Baldwin area, it is reasonable to expect that the area will continue to prosper.

NEIGHBORHOOD MAP

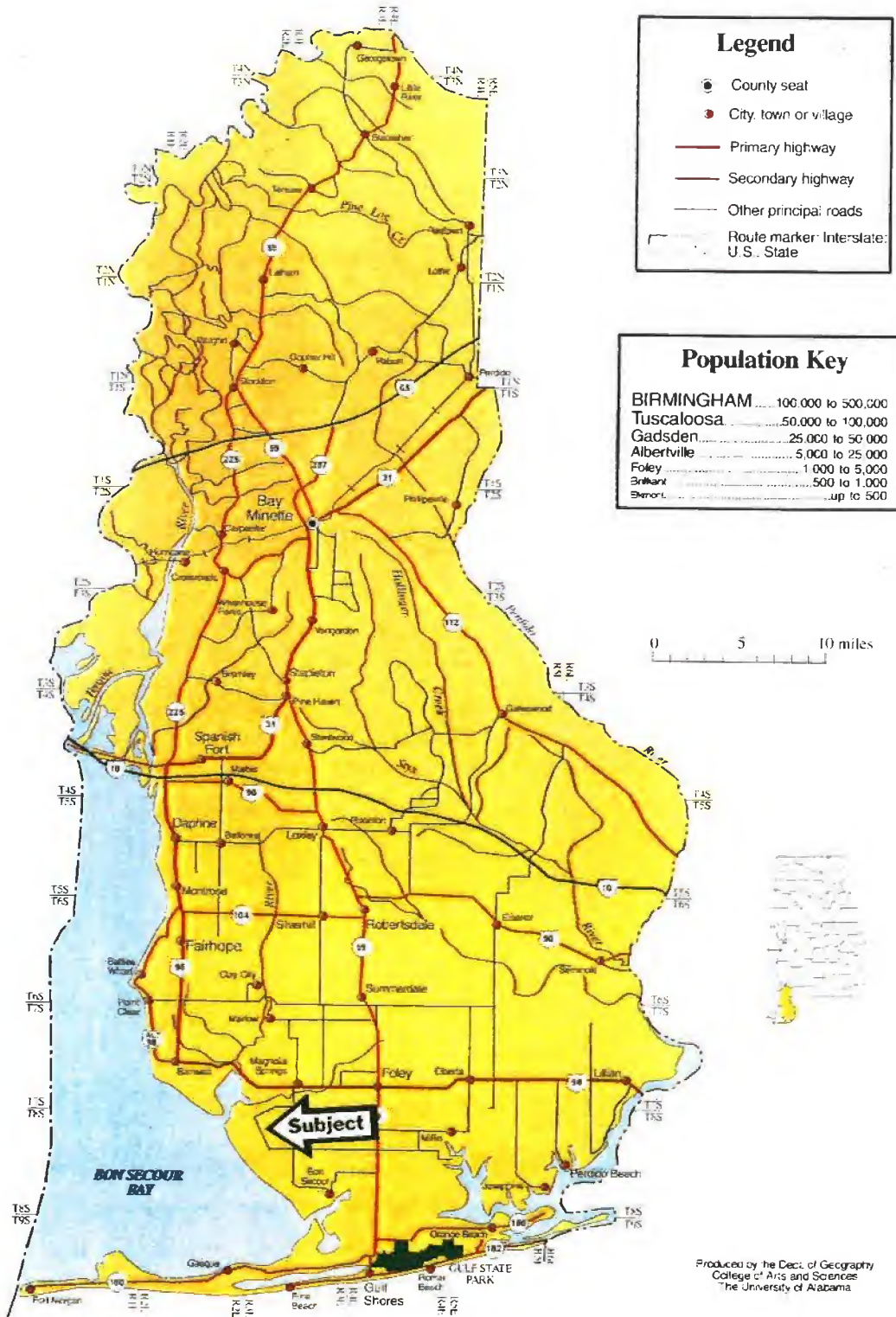


LOCATION MAP



AREA MAP

BALDWIN COUNTY



SITE DATA

The Subject site is located on the West side of Baldwin County Road 12 South (Vernant Road) just South of its intersection with Bay Road East in the Bon Secour community. The site's location would be described as semi-rural being approximately 2 miles South of Magnolia Springs, about 6 miles Southwest of Foley, and about 5 miles Northwest of Gulf Shores. Land utilization in the immediate area was almost exclusively devoted to agricultural pursuits as of the effective appraisal date, although residential developers were active in the neighborhood.

I have relied upon the Boundary Survey and Plat of Subdivision found in the Baldwin County Court records for sizes and dimensions. This information is assumed to be accurate and correct. The right to amend this report is reserved if a more current survey provides conflicting information. Total site size is 242± acres based on the information provided. There is approximately 3,228.4 feet of frontage along the East right-of-way of County Road 12 South (Vernant Park Road) and approximately 2,428.77 feet of frontage along the South right-of-way of Bay Road East.

As previously mentioned, access to the site is via County Road 12 South and Bay Road East. County Road 12 South is an asphalt paved, 80 foot, two laned road that extends South from County Road 26 near Weeks Bay to Bon Secour. Bay Road East is a county maintained gravel road that extends West from County Road 49 about 4 miles to Weeks Bay. Access is considered to be adequate, as is visibility.

Based upon my inspection of the property and a review of the Baldwin County GIS Maps, the topography appears to slope gradually to the center of the site where Nolte Creek traverses the site. The highest point appears to be in the Southeast corner of the site dropping to about 25

SITE DATA (CONT.)

feet above sea level near the center of Nolte Creek. Elevation along County Road 12 South is about 35 feet above sea level.

The Baldwin County Soil Survey reveals that the primary soil types are Ruston fine sandy loam, 2 to 5% slopes, (RuB), Tifton very fine sandy loam, 0 to 2% slopes, (TfA), and Norfolk very fine sandy loam, 0 to 2% slopes, (NoA). These are all deep, well-drained soils that are found on uplands. They have few limitations.

The presence of Nolte Creek can be noted on the Soil Survey. Nolte Creek cuts across the Northwest sector of the site and then matriculates to the center of the site. Most of the creek area is wooded. There are probably some wetlands associated with sectors of the property. The soil survey shows about 32 acres consisting of low and wet soil types: (Bibb, Grady and Wet Loamy Alluvial). Several pockets of Grady Soils were noted throughout the site. The Grady soils are deep and poorly drained. They are limited by their poor drainage, very slow permeability, and hazard to flooding.

The soil conditions, as a whole, appear to be adequate for development. The low areas would likely be utilized for retention if the property were to be developed.

Most of the property has been utilized for farming so tree cover is sparse. Trees are typically found along the property lines and along the margin of Nolte Creek that bisect the site.

The appraiser has not been furnished with any information relative to the soil and sub-soil conditions at the site. However, based on my inspection of the property and general knowledge of the area, I am not aware of any unusual soil conditions which would threaten the possible

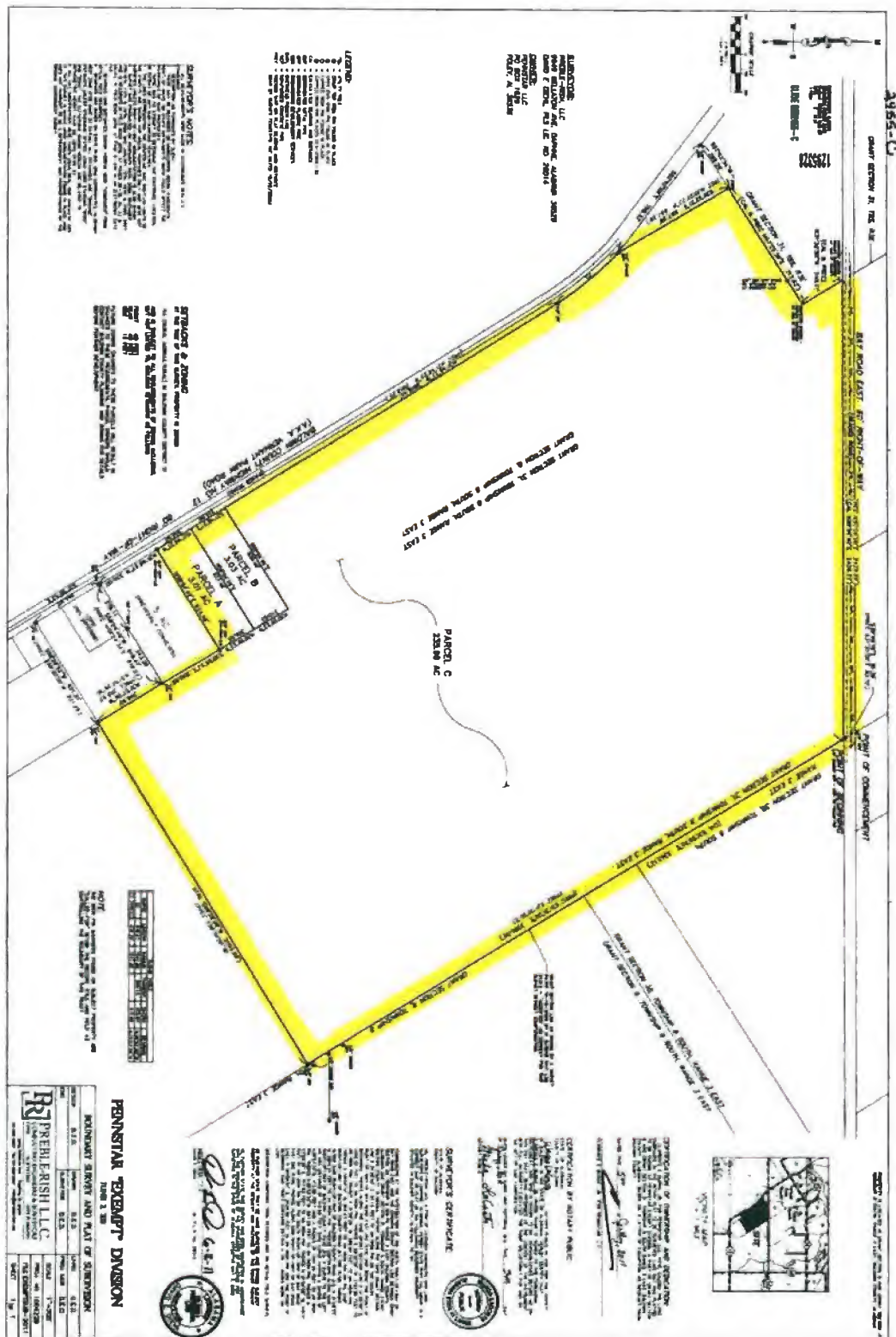
SITE DATA (CONT.)

development of the site. Furthermore, any soil deficiencies would presumably be remedied during construction process.

At the time of my inspection, the existence of hazardous materials, which may or may not be present on the property, was not observed by the appraiser. The appraiser, however, emphasizes that he is not qualified to detect such substances. The existence of potentially hazardous or toxic materials which may be located at or about the property, are not considered in arriving at the opinion of value. These materials may adversely affect the value of the property. The appraiser assumes no responsibility for any such condition or for any expertise or engineering knowledge required to discover them. The client should obtain the appropriate level of clarification to be satisfied that there are no latent problems.

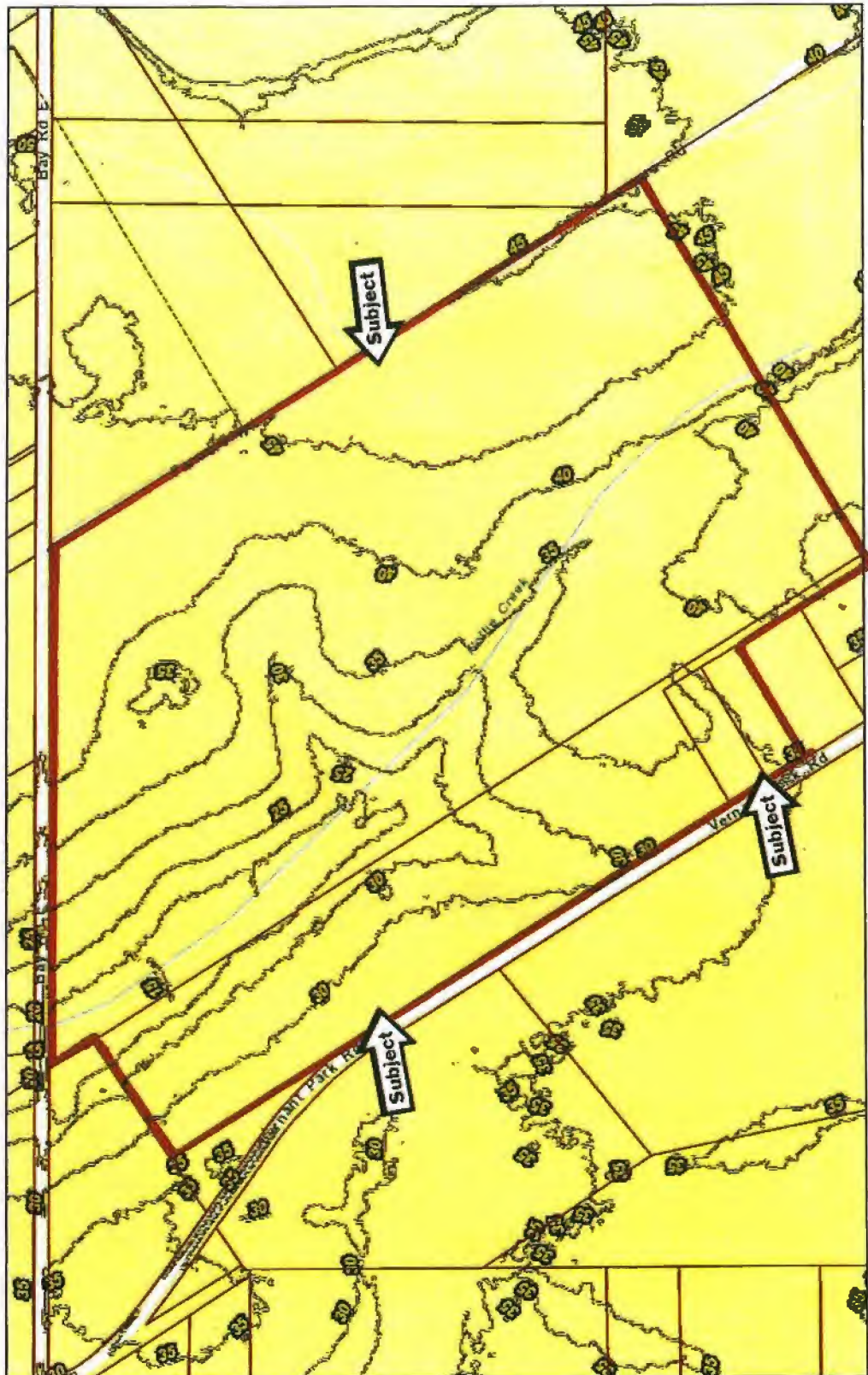
As noted elsewhere in the report, the site is located in Unincorporated Zoning District 21 and is zoned RA; Rural Agricultural. Public utilities available to the property included electricity and telephone service. Water and sewer lines are located at County Road 49 and County Road 12. This represents a distance of about 1 mile at its closest point.

SURVEY



[illegible]

TAX PLAT

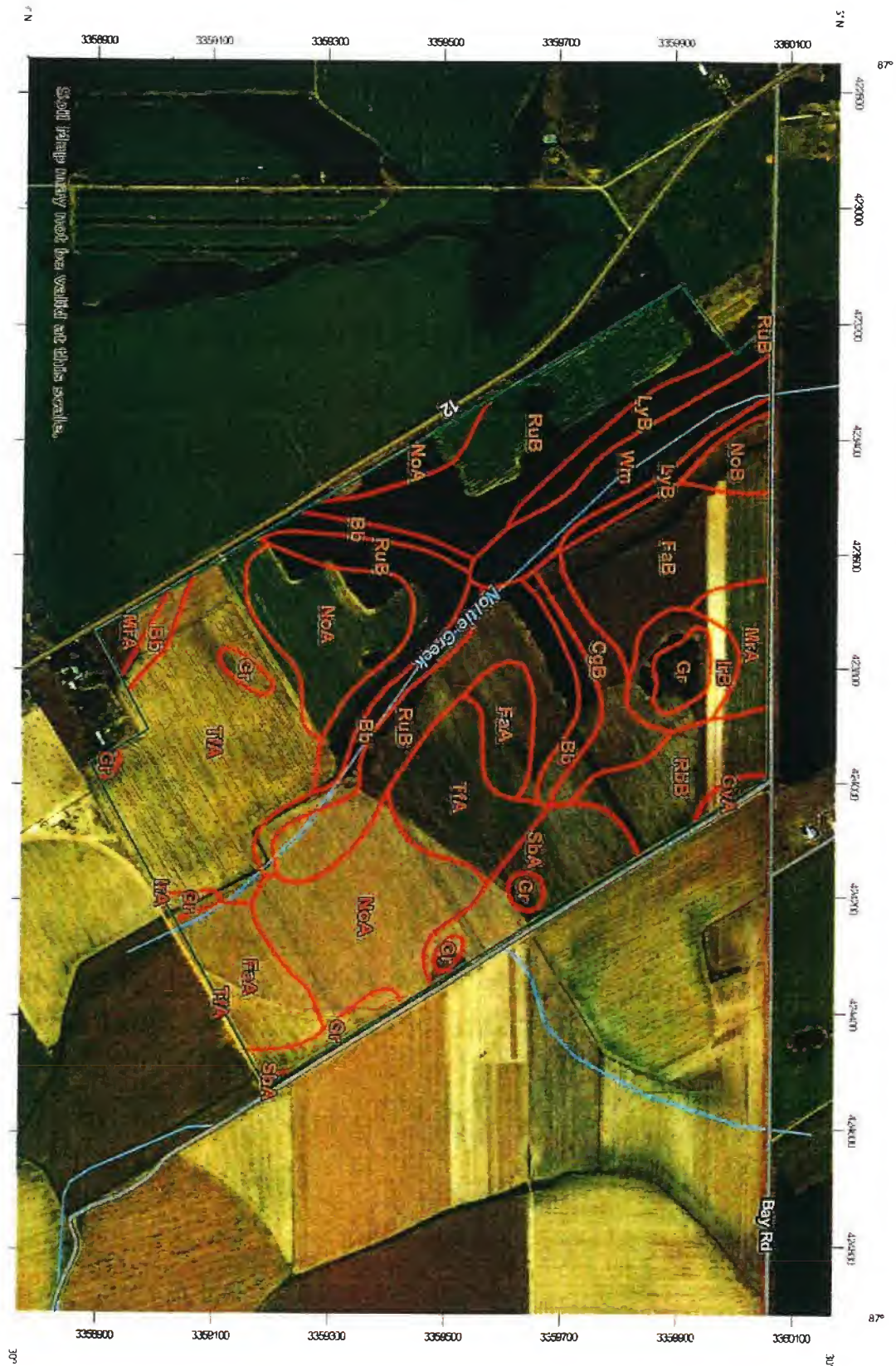


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AERIAL/TOPOGRAPHY MAP



SOIL MAP



SOIL MAP

Map Unit Legend

Baldwin County, Alabama (AL003)			
Map Unit Symbol	Map Unit Name	Acres In AOI	Percent of AOI
Bb	Bibb and Mantachie soils, local alluvium	12.3	5.1%
CgB	Carnegie very fine sandy loam, 2 to 5 percent slopes	6.7	2.8%
FaA	Faceville fine sandy loam, 0 to 2 percent slopes	13.6	5.6%
FaB	Faceville fine sandy loam, 2 to 5 percent slopes	16.3	6.7%
Gr	Grady soils	8.8	3.6%
GvA	Greenville loam, 0 to 2 percent slopes	0.9	0.4%
IrA	Irvington loam, 0 to 2 percent slopes	0.0	0.0%
IrB	Irvington loam, 2 to 5 percent slopes	5.1	2.1%
LyB	Lynchburg fine sandy loam, 2 to 5 percent slopes	7.7	3.2%
MrA	Mariboro very fine sandy loam, 0 to 2 percent slopes	6.2	2.5%
NoA	Norfolk fine sandy loam, 0 to 2 percent slopes	36.0	14.8%
NoB	Norfolk fine sandy loam, 2 to 5 percent slopes	3.3	1.4%
RbB	Red Bay fine sandy loam, 2 to 5 percent slopes	10.0	4.1%
RuB	Ruston fine sandy loam, 2 to 5 percent slopes	51.4	21.1%
SbA	Savannah very fine sandy loam, 0 to 2 percent slopes	10.0	4.1%
TTA	Tifton very fine sandy loam, 0 to 2 percent slopes	44.0	18.1%
Wm	Wet loamy alluvial land	11.0	4.5%
Totals for Area of Interest		243.3	100.0%

SOIL MAP

MAP LEGEND

Area of Interest (AOI)		Spoil Area
Area of Interest (AOI)		Stony Spot
Soils		Very Stony Spot
Soil Map Unit Polygons		Wet Spot
Soil Map Unit Lines		Other
Soil Map Unit Points		Special Line Features
Special Point Features		Water Features
Blowout		Streams and Canals
Borrow Pit		Transportation
Clay Spot		Rails
Closed Depression		Interstate Highways
Gravel Pit		US Routes
Gravelly Spot		Major Roads
Landfill		Local Roads
Lava Flow		Background
Marsh or swamp		Aerial Photography
Mine or Quarry		
Miscellaneous Water		
Perennial Water		
Rock Outcrop		
Saline Spot		
Sandy Spot		
Severely Eroded Spot		
Sinkhole		
Slide or Slip		
Sodic Spot		

MAP INFORMATION

The soil surveys that comprise your AOI were mapped at 1:20,000.

Warning: Soil Map may not be valid at this scale

Enlargement of maps beyond the scale of mapping can cause misunderstanding of the detail of mapping and accuracy of soil line placement. The maps do not show the small areas of contrasting soils that could have been shown at a more detailed scale.

Please rely on the bar scale on each map sheet for map measurements.

Source of Map: Natural Resources Conservation Service
Web Soil Survey URL:
Coordinate System: Web Mercator (EPSG:3857)

Maps from the Web Soil Survey are based on the Web Mercator projection, which preserves direction and shape but distorts distance and area. A projection that preserves area, such as the Albers equal-area conic projection, should be used if more accurate calculations of distance or area are required.

This product is generated from the USDA-NRCS certified data as of the version date(s) listed below.

Soil Survey Area: Baldwin County, Alabama
Survey Area Data: Version 7, Sep 22, 2016

Soil map units are labeled (as space allows) for map scales 1:50,000 or larger.

Date(s) aerial images were photographed: Apr 25, 2010—Feb 6, 2011

The orthophoto or other base map on which the soil lines were compiled and digitized probably differs from the background imagery displayed on these maps. As a result, some minor shifting of map unit boundaries may be evident.

ZONING MAP



SITE VALUATION

The most readily accepted method of valuing vacant land suitable for development purposes is the Sales Comparison Approach to Value. This approach involves the analysis of sales of competitive properties. Comparisons have been made between the appraised property and the comparable sales which have sold within a reasonably close time frame of the valuation. The essence of the Direct Sales Comparison Approach to Value is to discover what competitive properties have sold for in order to determine the market value indication of the appraised property. From the data, a pattern generally emerges to indicate a value for the appraised property.

A comparable analysis has been made of properties under generally similar influences. My analysis of these sales has utilized the price per acre unit of comparison with adjustments applied to compensate for dissimilar features as compared to the Subject. The criteria to evaluate investment oriented unimproved properties includes the following:

- 1.) proximity to populated urban areas and population and other growth trends;
- 2.) soil conditions and topographic features;
- 3.) access to interstate highways and major traffic arteries;
- 4.) suitability of access roads;
- 5.) proximity to schools, shopping centers, employment centers, etc.;
- 6.) availability of water, sewer, and natural gas;
- 7.) lakes, river frontage and recreational amenities;
- 8.) quality of forestation;
- 9.) drainage conditions and/or potential for flooding;

SITE VALUATION (CONT.)

- 10.) police and fire protection;
- 11.) zoning, architectural restrictions and other protective covenants;
- 12.) compatibility of the surrounding land; and
- 13.) impact of easements.

This Subject Property is located in an area that has been characterized as the South Baldwin County market. My search areas include some semi-rural areas similar to the Subject site that sit on the outskirts of Foley, Fairhope, and Elberta. All sales are under the same economic conditions and are considered to be the best and most recently available, having closed over the past 3± years.

Salient observations regarding each comparable land tract are presented on the following summary grid. Qualitative analysis is utilized since insufficient data are available to support quantitative adjustments to the sales. Each of the comparables is attributed a qualitative rating in comparison to the Subject. These ratings and the implied approximate qualitative adjustments are shown on the following page.

SITE VALUATION (CONT.)

Rating	Approximate Percentage Differential
Significantly Superior	>20%
Superior	>10%-20%
Slightly Superior	>10%
Similar	-0-
Slightly Inferior	<10%
Inferior	<10%-20%
Significantly Inferior	<20%

A qualitative comparison grid for the Subject site is shown on the following page. The qualitative comparison describes each comparable property relative to the Subject Property.

SITE VALUATION (CONT.)

Site Sale No.	Subject	1	2	3	4	5	6
Date of Sale	9/2019	8/23/2017	1/20/2017	10/25/2016	7/13/2018	12/9/2016	2/19/2019
Size (Acres)	242+	511+	263+	147.37+	77+	195.66+	480+
Sales Price	N/A	\$3,500,000	\$3,000,000	\$950,000	\$1,150,000	\$1,170,000	\$2,650,000
SP/Acre	N/A	\$6,848	\$11,407	\$6,438	\$14,935	\$5,980	\$5,521
Relative to the Subject, this sale is...							
Date	-	Similar	Sl. Inferior	Sl. Inferior	Similar	Sl. Inferior	Similar
Location	-	Superior	Superior	Similar	Superior	Similar	Similar
Size	-	Inferior	Similar	Sl. Superior	Superior	Similar	Inferior
Topography	-	Sl. Superior	Sl. Superior	Sl. Superior	Superior	Sl. Superior	Sl. Inferior
Utility	-	Sl. Superior	Sl. Superior	Sl. Superior	Superior	Similar	Similar
Overall, this sale is...	-	Superior	Sgn. Superior	Superior	Sgn. Superior	Sl. Superior	Inferior

SITE VALUATION (CONT.)

The comparison of Subject to the six comparables in ascending order of sale price (SP) per acre (Ac.), after adjustment, is summarized below:

Sale No.	SP/Ac.	Comparable is...
6	\$5,521	Inferior
5	\$5,980	Sl. Superior
3	\$6,438	Superior
1	\$6,848	Superior
2	\$11,407	Sgn. Superior
4	\$14,935	Sgn. Superior

Based on the indications of the sales, the Subject's market value should lie between the indications provided by Sale Nos. 5 and 6, or \$5,521/Ac. and \$5,980/Ac. The other comparables are either superior or slightly superior.

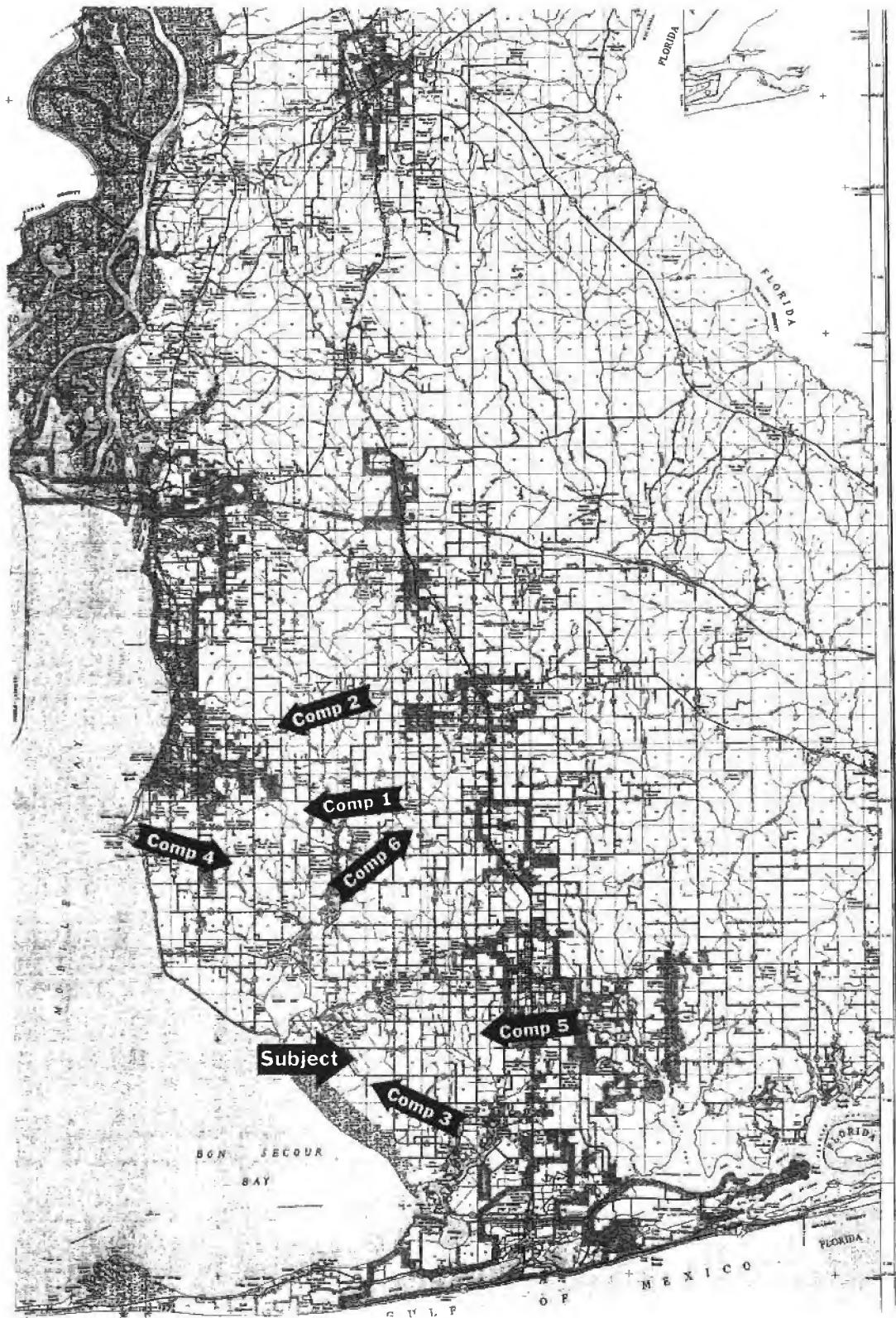
Based on the best available data, I have concluded that the Subject site has an estimated market value, as of September 11, 2019, as follows:

$$242\pm \text{ Acres @ } \$5,800/\text{Acre} = \$1,403,600$$

Round to: \$1,404,000

ONE MILLION FOUR HUNDRED FOUR THOUSAND DOLLARS.

COMPARABLE SITE SALES MAP



COMPARABLE SITE SALES

Comparable Sale No. 1

Location: The West side of Baldwin County Road 33 about .25 miles South of Red Barn Road near Fairhope, Alabama. The parcel is legally described by a metes and bounds description in Sections 25 & 26, Township 6 South, Range 2 East, Baldwin County, Alabama.

Grantor: McPhillips Farm Trust

Grantee: Christopher G. & Bonnie C. Campbell

Date of Sale: August 23, 2017

Site Sale: 511.09± Acres with 2,656 feet on County Road 33 and 1,303 feet on Red Barn Road.

Sales Price: \$3,500,000 or \$6,848/Acre

Reference: Broker – Joe Courtney/Instrument No. 1652794

Comments: This parcel lies adjacent and South of the Subject Property. It was improved with an older, 1,700 SF residential dwelling and several outbuildings. The property has a basically level to rolling topography. About 15 to 20% of the site was affected by wetlands associated with Cow Pen Creek and Steel Branch. No sewer was available to the site. The parcel was a mixture of planted crops and timberland. No zoning affected the site.

Adjustments: Fairhope is considered a superior location as is frontage on the Quail Creek Golf Course. Much larger site would require a positive adjustment. Slightly superior topography and utility.

COURTNEY & MORRIS APPRAISALS, INC.



COMPARABLE SITE SALES (CONT.)

Map title or notes



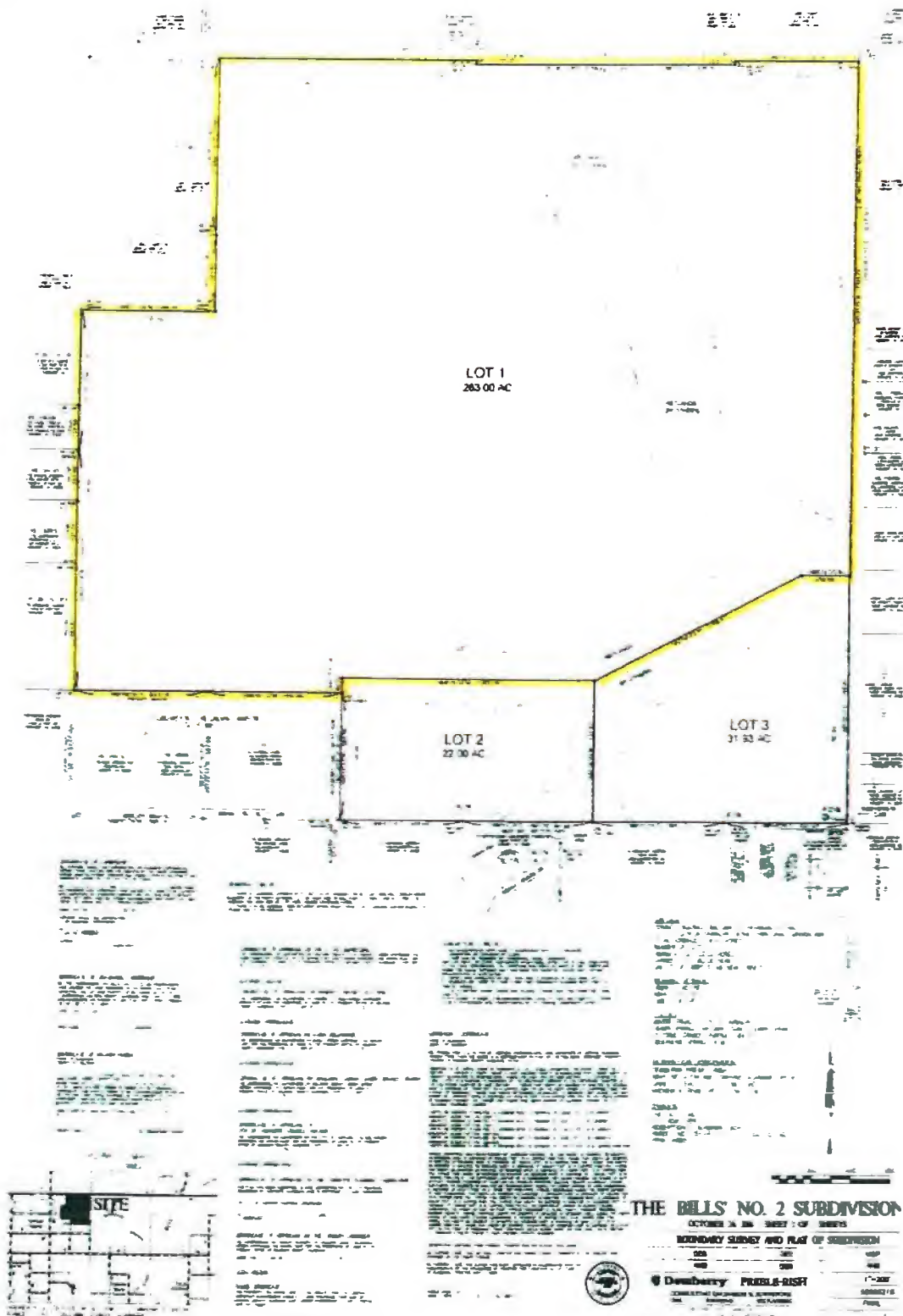
Map not for conveyance use.

COMPARABLE SITE SALES (CONT.)

Comparable Sale No. 2

Location:	The South side of Alabama Highway 104 about .5 miles East of Alabama Highway 181 near Fairhope, Alabama. The property is legally described as Lot 1, The Bill's No. 2 subdivision.
Grantor:	The Bill's No. 2, L.L.C.
Grantee:	The Verandas, L.L.C.
Date of Sale:	January 20, 2017
Site Size:	263± acres with about 3,290 feet on State Highway 104 and about 2,394 feet on Lawrence Road.
Sales Price:	\$3,000,000 or \$11,407/Ac.
Reference:	Trae Corte – Developer/Instrument No. 1614734
Comments:	My reference indicated that the parcel was purchased for single family residential development. About 15% of the site was affected by wetlands. Basically level to rolling topography. Elevation ranges from 70 feet above sea level to about 115 feet above sea level. Sewer had to be run to the property. No zoning laws affected the site.
Adjustments:	Superior location being in Fairhope. Similar size. Slightly better topography and utility (paved road frontage).

COMPARABLE SITE SALES (CONT.)



COMPARABLE SITE SALES (CONT.)



COMPARABLE SITE SALES (CONT.)

Comparable Sale No. 3

Location: The East side of Benton Road about .25 miles South of Baldwin County Road 12 in the Bon Secour community, Baldwin County, Alabama. Parcel is legally described by a metes and bounds description in Section 16, T8S, R3E, Baldwin County, Alabama.

Grantor: Union State Bank

Grantee: James E. Lipscomb & Sons, Inc.

Date of Sale: October 27, 2016

Site Size: 147.57± Acres

Sales Price: \$950,000 – \$6,438/Acre.

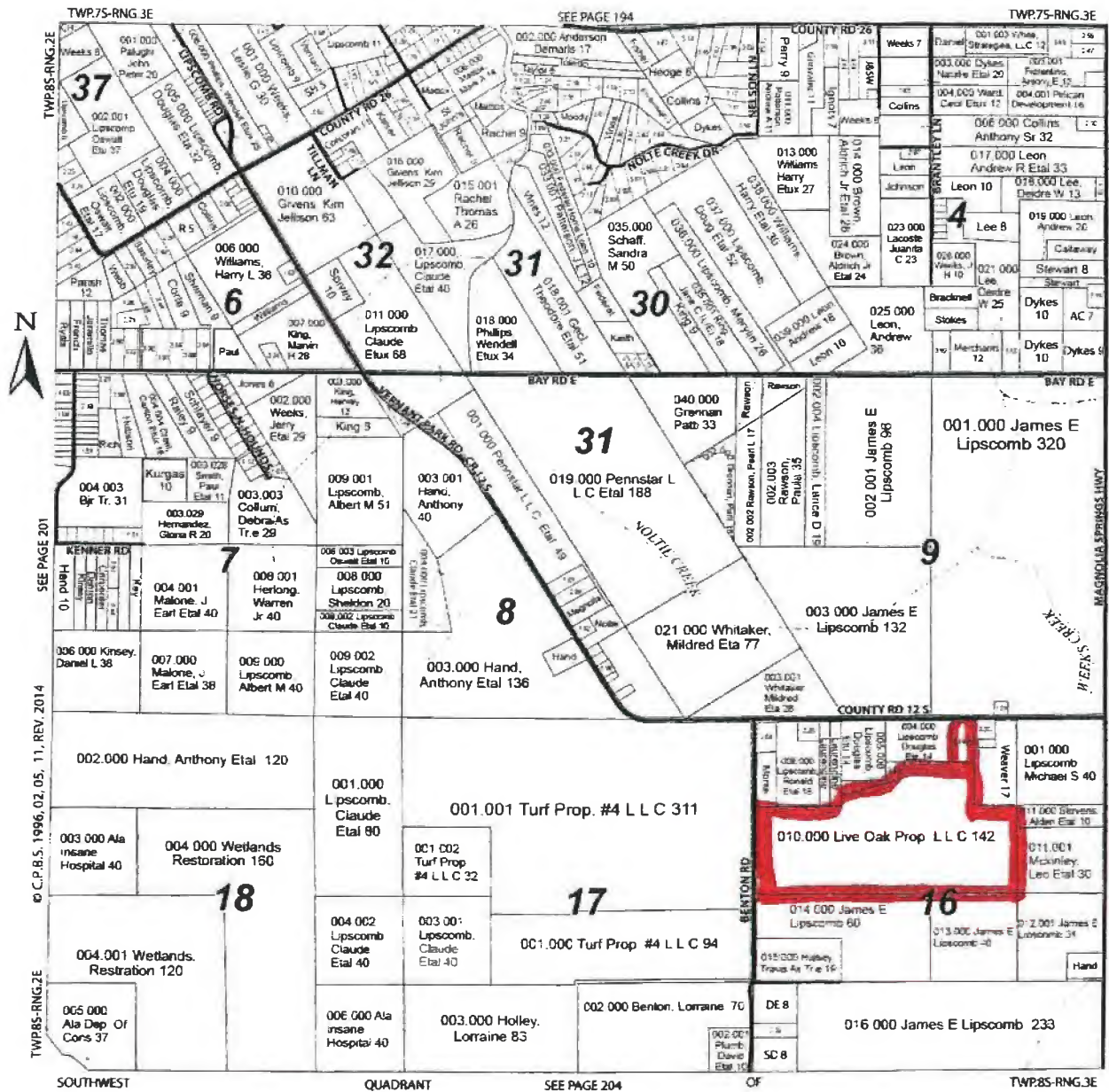
Zoning: None.

Reference: Instrument No. 1600300/Appraisal.

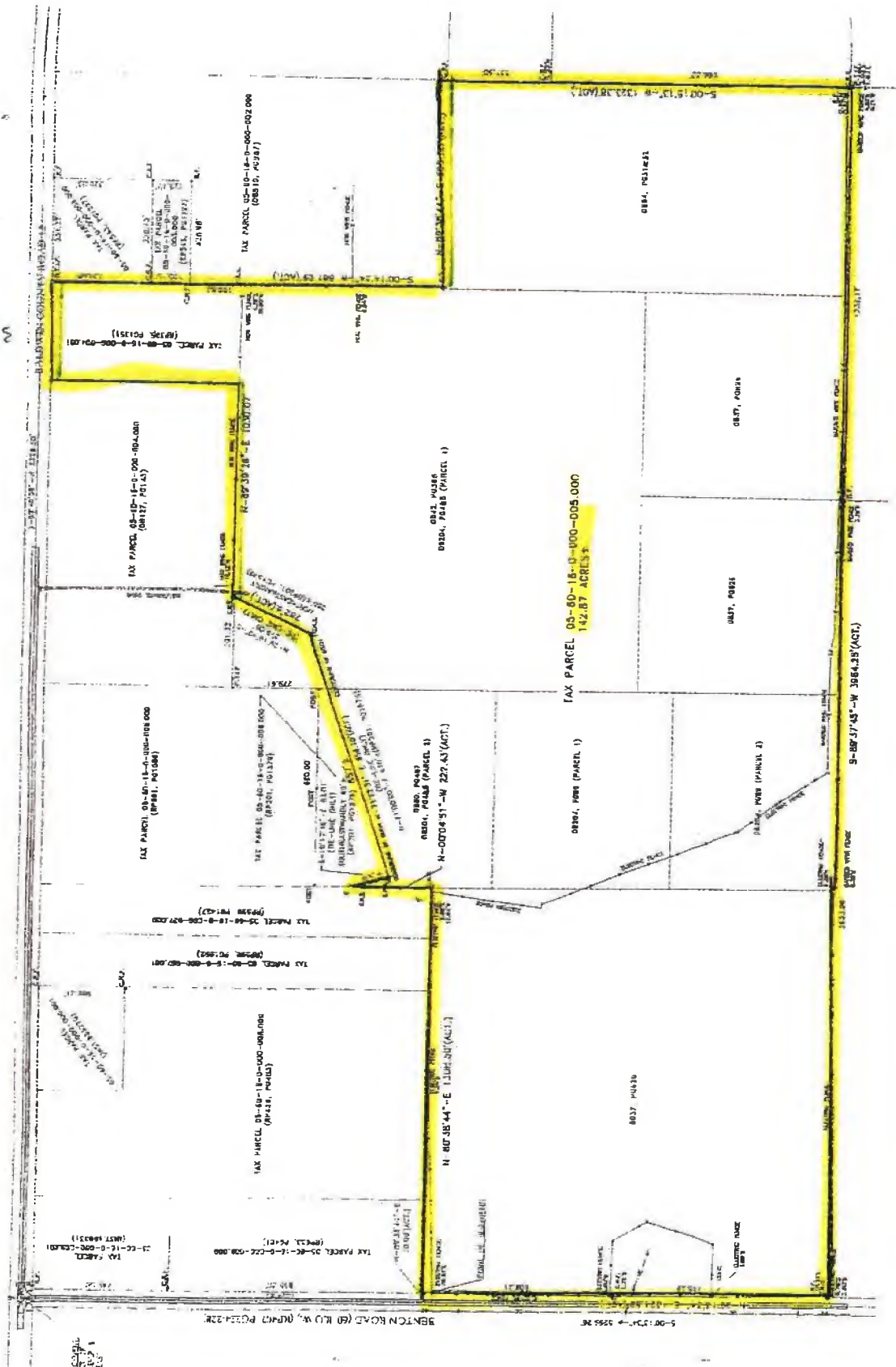
Comments: Basically level parcel that had been used for farming by the owner for several years. The parcel was originally part of a large real estate development that folded in 2010. Purchaser is an adjacent owner. Road frontage on Benton Road is 1,325 feet and County Road 12 is 330 feet. Water and sewer line are within .25 miles of the site. About 10% of the property is low and wet.

Adjustments: Similar location. Market conditions have improved since this sale closed. Topography and utility is slightly better.

COMPARABLE SITE SALES (CONT.)



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COMPARABLE SITE SALES (CONT.)

Comparable Sale No. 4

Location:	The Southeast corner of the intersection of Baldwin County Road 32 and Baldwin County Road 13, Southeast of Fairhope, Alabama. The parcel is legally described by a metes and bounds description in Section 3, Township 7 South, Range 2 East, Baldwin County, Alabama.
Grantor:	William B. Stelzenmuller, etal.
Grantee:	James G. Stelzenmuller, III
Date of Sale:	July 13, 2018
Site Size:	Approximately 77± acres with about .5 miles on County Road 32 and about .25 miles of frontage on county Road 13.
Sales Price:	\$1,150,000 – \$14,935/Acre.
Reference:	Joe Webb with Bellator Real Estate/MLS#260348/Instrument No. 1708707.
Comments:	This was an arm's length transaction between family members based on my reference. A small portion of the site, less than 10± acres was affected by a Grady Pond. The parcel had been used for agricultural pursuits and consisted of open, gently rolling land. All public utilities are available to the site including water and sewer. No zoning in affect.
Adjustment Comments:	Superior location South of Fairhope. Much smaller site. The lack of zoning puts minimum lot size at 3± acres. Open agricultural field with minimal wetlands along with extensive paved road frontage are superior features.

COMPARABLE SITE SALES (CONT.)



COMPARABLE SITE SALES (CONT.)

Comparable Sale No. 5

Location: The East side of Baldwin County Road 65 about midway between Baldwin County Road 12 South, Southwest of Foley, Alabama. The property is legally described by a metes and bounds description in Section 6, Township 8 South, Range 4 East, Baldwin County, Alabama.

Grantor: Foley Farm, L.L.C.

Grantee: Cotton Bayou Development, L.L.C.

Date of Sale: December 9, 2016

Site Size: Approximately 195.66± acres with about 2,680 feet on Baldwin County Road 65.

Sales Price: \$1,170,000 or \$5,980/Acre.

Reference: Harold Cox – Agent with ReMax of Gulf Shores/Instrument No. 1609990.

Comments: Parcel was located in an unzoned sector of the county. Mostly open row crop land. Elevations ranged from about 30 feet above sea level to 65 feet above sea level according to Baldwin County GIS. Portions of the Eastern sector of the site were affected by the upper reaches of Bon Secour River. Arm's length transaction that was listed at \$2,218,750 for 77days prior to selling.

Adjustment Comments: Similar property in most respects. Market conditions have improved since this sales closed.

COMPARABLE SITE SALES (CONT.)

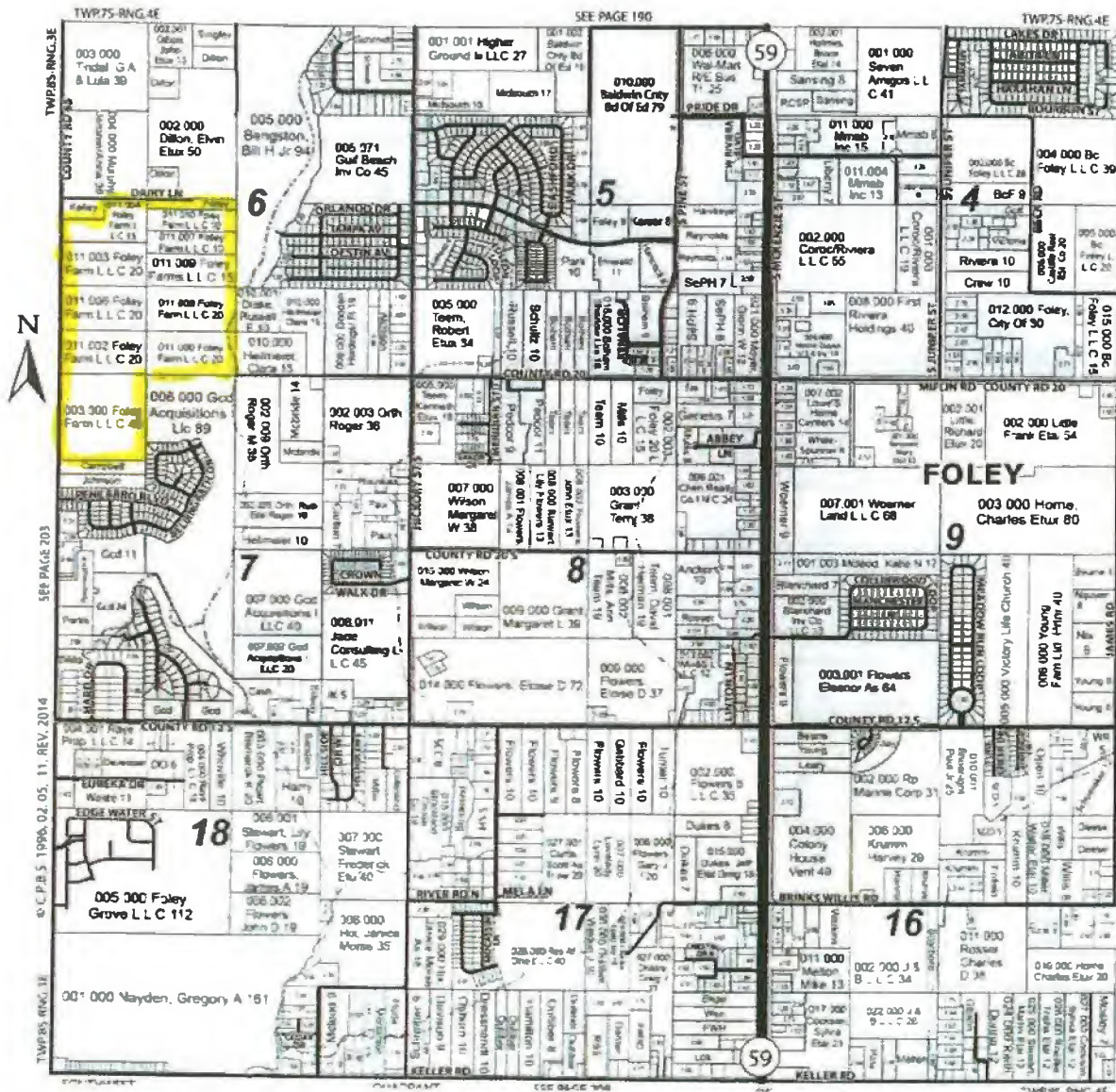
TWP.8S-RNG.4E - NORTHWEST

BALDWIN COUNTY, ALABAMA (LOCATOR 61)

Scale 1:27,000

1 Inch = 2,250 US Survey Feet

0 2,640 5,280



COMPARABLE SITE SALES (CONT.)

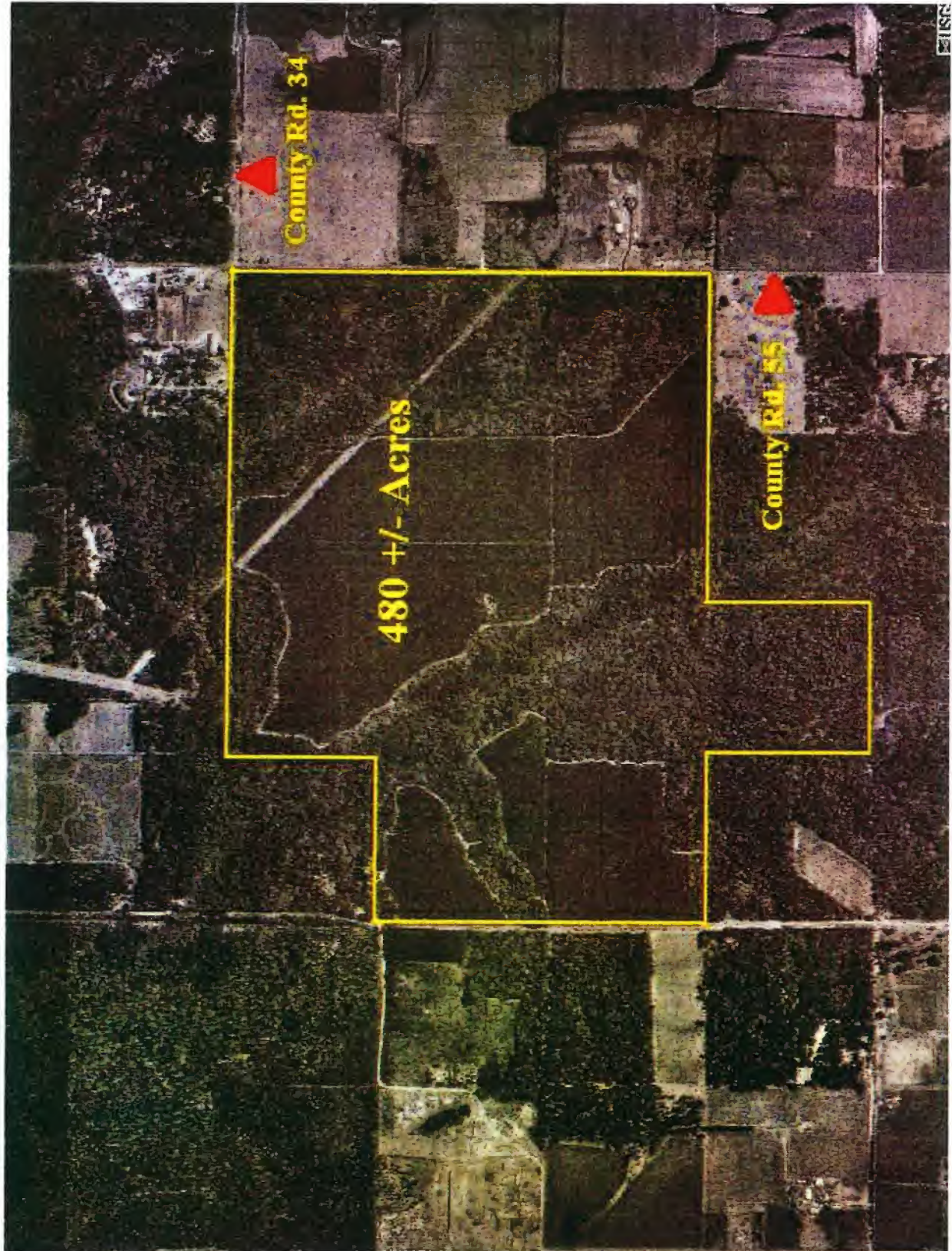
Comparable Sale No. 6

Location:	Property is located on the West side of County Road 55 about .75 miles North of County Road 32 in Summerdale, Alabama. It is legally described by a metes and bounds description in Sections 27 and 34, Township 6 South, Range 3 East, Baldwin County, Alabama.
Grantor:	PLC Trees, L.L.C.
Grantee:	Phillip D. Walters
Date of Sale:	February 19, 2019
Site Size:	Approximately 480± acres with 3,960 feet on County Road 55 and 2,640 feet on Dry Branch Road.
Sales Price:	\$2,650,000 or \$5,521/Acre.
Reference:	Jason Harris with Coldwell Banker Reehl Properties (listing/selling agent) and Kasey Childress (forester/former property manager). Instrument No. 1745752.
Comments:	A powerline easement diagonally bisects the tract's Northeastern sector. The timber on this tract was scattered. Mr. Childress, the former forest manager, verified that a significant amount of the timber was damaged by Hurricane Ivan in 2005 which caused portions of the tract to have to be thinned and portions to be clear-cut. About 80± acres was replanted soon after the hurricane (pulpwood at the time of sale). Mr. Childress stated that the areas in and around Baker Branch has a good stand of timber thereon, however, the underlying land is generally too wet to permit the timber to be harvested. The timber within the Eastern sector of the tract (fronting County Road 55) has a residential stand of trees. He estimated that overall, the tract's timber value was between \$200 and \$300 per acre. The tract was purchased for development of a family compound (3-4 houses for members of the same family). Unzoned sector of Baldwin County. About 20% to 25% of the tract was affected by Baker Branch and Polecat Creek. Utilities available include electricity and telephone only.
Adjustment Comments:	This parcel is similar in many respects. Slightly inferior topography and larger site size required adjustment.

COURTNEY & MORRIS APPRAISALS, INC.



COMPARABLE SITE SALES (CONT.)



RECONCILIATION AND FINAL ESTIMATE OF VALUE

The Subject Property consists of three contiguous tracts located just West of Foley in the Southwest sector of Baldwin County, Alabama. This tract comprises a total land area of approximately 242 Acres.

The research associated with this project resulted in the compilation of a substantial body of potential comparables. Six relatively recent sales have been selected and serve as the basis of my estimate of the market value of the Subject Property, as of September 11, 2019. Each sale was compared to the Subject and was adjusted for dissimilar features.

Based on the research compiled and narrative explanations incorporated into this report, I have estimated the market value of the Subject Property, as of September 11, 2019, to be as follows:

$$242\pm \text{ Acres @ } \$5,800/\text{Acre} = \$1,403,600$$

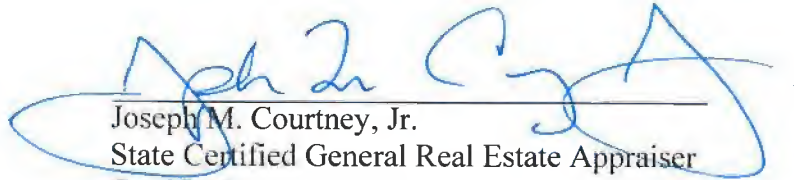
Round to: \$1,404,000

ONE MILLION FOUR HUNDRED FOUR THOUSAND DOLLARS.

CERTIFICATION OF THE APPRAISER

I certify that, to the best of my knowledge and belief:

1. The statements of fact contained in this report are true and correct.
2. The reported analyses, opinions, and conclusions are limited only by the reported assumptions and limiting conditions and are my personal, impartial, and unbiased professional analyses, opinions, and conclusions.
3. I have no present or prospective interest in the property that is the subject of this report and no personal interest with respect to the parties involved.
4. I have no bias with respect to the property that is the subject of this report or to the parties involved with this assignment.
5. My engagement in this assignment was not contingent upon developing or reporting predetermined results.
6. My compensation for completing this assignment is not contingent upon the development or reporting of a predetermined value or direction in value that favors the cause of the client, the amount of the value opinion, the attainment of a stipulated result, or the occurrence of a subsequent event directly related to the intended use of this appraisal.
7. I have made a personal inspection of the property that is the subject of this report.
8. No one provided significant real property appraisal assistance to the person signing this certification.
9. I have performed a previous appraisal or any other services relative to the Subject Property within the three years prior to this assignment.
10. The reported analyses, opinions, and conclusions were developed, and this report has been prepared, in conformity with the Code of Professional Ethics and Standards of Professional Appraisal Practice of the Appraisal Institute.
11. The use of this report is subject to the requirements of the Appraisal Institute relating to review by its duly authorized representatives.


Joseph M. Courtney, Jr.
State Certified General Real Estate Appraiser
Certificate No. G00094

QUALIFICATIONS OF JOSEPH M. COURTNEY, JR.

Background

Born and reared in Mobile, Alabama. Graduated from McGill-Toolen High School, Mobile, Alabama, in May, 1977 and graduated from the University of Alabama in August, 1981 with a Bachelors of Science degree in Business Administration majoring in Real Estate.

Real Estate Education and Experience

Has been employed with Courtney & Morris Appraisals, Inc., since August, 1981, as a real estate appraiser. Received the Alabama State Real Estate Broker's License in September, 1981. Received the Mississippi State Real Estate Broker's License in March, 2006. Successfully completed the following real estate courses while attending the University of Alabama: Real Estate Appraisal, Financial Institutions I, Estates and Trusts, Principles of Real Estate, Business Finance, Real and Personal Property Law, and Business Risk Management. Also completed Course 101, The Principles of Real Estate Appraising, October, 1984, University of Georgia, Athens, Georgia; Course 102, Applied Residential Property Valuation, September, 1989, University of Alabama – Birmingham, Birmingham, Alabama; Course 201, Principles of Income Property Appraising, May, 1986, University of Florida, Gainesville, Florida; Course 202, Applied Income Property Valuation, June, 1990, Nashville, Tennessee; Standards of Professional Practice, Part 3, June, 1999, Orange Beach; Attacking and Defending an Appraisal in Litigation, 7, 1999, Birmingham, Alabama; Residential Appraiser Productivity Series Training Class for Windows, April, 2000, Baton Rouge, Louisiana; Review of Sales Comparison Approach, July, 2001, Mobile, Alabama; National Uniform Standards of Professional Appraisal Practice, August, 2003, Mobile, Alabama; Scope of Work – Expanding Your Range of Services, August, 2003, Mobile, Alabama; Construction Details and Trends, September, 2003 – Visual Classroom, Professional's Guide to the URAR, New Orleans, Louisiana, May, 2005; National USPAP Course, New Orleans, Louisiana, March, 2005; Construction Details & Trends, August, 2007; Disclosures & Disclaimers, August, 2007; Appraisal Trends, August, 2007; Uniform Standards of Professional Appraisal Practice (USPAP), Daphne, Alabama, August, 2007. Trainee/Mentor Orientation, May, 2009; Course 406-B, National USPAP-Update, Gulf Shores, Alabama, July, 2009; Introduction to Expert Witness Testimony, August, 2009; Land and Site Valuation, August, 2009; Appraisal Trends, August, 2009; Business Practice Ethics, August, 2010; National USPAP Update, Mobile, AL, August, 2011; Ways to Minimize Your Liability, August, 2011; More Oddball Appraisals, August, 2011; Introduction to Uniform Appraisal Data Set, September, 2011; The Lending World in Crisis – What Clients Need Their Appraisers to Know Today, Mobile, Alabama, March, 2013; 7 – Hour National USPAP Update Course, Birmingham, Alabama, April, 2013; Appraising and Analyzing Retail Shopping Centers for Mortgage Underwriting, July, 2013; Residential Appraisal Review, July, 2013; Land & Site Valuation, July, 2015; Appraisal of Owner-Occupied Commercial Properties, August, 2015; 2014-2015 7-Hour National USPAP Update, August, 2015; Appraisal of Land Subject to Ground Leases, August, 2015; Forest Valuation for Non-Foresters, Montgomery, Alabama, October, 2016; Common Mistakes Found During Investigations, Spanish Fort, Alabama, June, 2017; Appraisal of REO and Foreclosure Properties, August, 2017; 2016-2017 7-Hour National USPAP Update Course, August, 2017; Supervisor – Trainee Course for Alabama, August, 2018; 2018-2019 7-Hour USPAP Update Course, August, 2019; Appraisal of REO and Foreclosure Properties, August, 2019; Supporting Your Adjustments: Methods for Residential Appraisers, August, 2019; Evaluating Today's Residential Appraisal: Reliable Review, August, 2019. Has also attended

QUALIFICATIONS OF JOSEPH M. COURTNEY, JR. (CONT.)

numerous appraisal related seminars and courses sponsored by the Federal National Mortgage Association and the Appraisal Institute.

Appraisal Clients

First Community Bank, Peoples Bank of Alabama, Bay Bank, Bancorp South, Branch Bank & Trust, Co., BBVA Compass Bank, Regions Bank, Iberia Bank, Hancock Bank, Coastal Bank & Trust, Merchants Bank, Regions Mortgage Company, Bay Mortgage Company, Citizens' Bank, Royal Bank of Canada (RBC), U.S. Small Business Administration, Trustmark National Bank, Bank of America, Whitney National Bank, City of Daphne, AL., Riviera Utilities, City of Fairhope, AL., City of Gulf Shores, AL., City of Foley, AL., City of Elberta, AL., Federal National Mortgage Assoc., U.S. Fish & Wildlife Service, PowerSouth Energy Coop., State Bank & Trust Company, United Bank, The First, First Community Bank, Coast, The Mitchell Company, First Southern Bank, Florida Gas Corporation, Park National Bank, Bank of the Ozarks, Centennial Bank, Century Bank, PNC Bank, National Bank of Commerce, and various attorneys, individuals, and corporations. Has testified to the value of real estate in U.S. District Court, Mobile, Alabama, and Circuit and Probate Court in Mobile County, Escambia County, and Baldwin County, Alabama.

Professional Memberships

Commercial Real Estate Exchange Club of Baldwin County
Member of the Baldwin County Board of Realtors

Certification

State Certified General Real Estate Appraiser,
Alabama License #G00094

State Licensed Real Estate Broker,
Alabama License #8407-0

State of Alabama



This is to certify that

Joseph M. Courtney, Jr.

*having given satisfactory evidence of the necessary
qualifications required by the laws of the State of Alabama
is licensed to transact business in Alabama as a*

Certified General Real Property Appraiser

*With all rights, privileges and obligations
appurtenant thereto.*

LICENSE NUMBER: **G000094**
EXPIRATION DATE: **09/30/2021**

Hina Brooks

ALABAMA REAL ESTATE APPRAISERS BOARD
Executive Director

0000000000

ADDENDA



AlaFile E-Notice

05-CV-2014-900196.00

Judge: C. JOSEPH NORTON

To: CHASON WILLIAM GRAY
wchason@mcdowellknight.com

NOTICE OF ELECTRONIC FILING

IN THE CIRCUIT COURT OF BALDWIN COUNTY, ALABAMA

BASS ENTERPRISES, LLC ET AL V. CLARENCE E BURKE JR ET AL
05-CV-2014-900196.00

The following matter was FILED on 8/27/2019 2:16:43 PM

Notice Date: 8/27/2019 2:16:43 PM

JODY L. WISE
CIRCUIT COURT CLERK
BALDWIN COUNTY, ALABAMA
312 COURTHOUSE SQUARE
SUITE 10
BAY MINETTE, AL, 36507

251-937-9561
jody.wise@alacourt.gov



ELECTRONICALLY FILED
8/27/2019 2:16 PM
05-CV-2014-900196.00
CIRCUIT COURT OF
BALDWIN COUNTY, ALABAMA
JODY L. WISE, CLERK

IN THE CIRCUIT COURT OF BALDWIN COUNTY, ALABAMA

BASS ENTERPRISES, LLC,)	
BASS PHILLIP WAYNE,)	
Plaintiffs,)	
)	
V.)	Case No.: CV-2014-900196.00
)	
BURKE CLARENCE E JR,)	
BURKE DORIE E,)	
PENNSTAR, LLC,)	
WOLF CREEK INDUSTRIES, INC. ET AL.))	
Defendants.)	

ORDER

This matter came before the Court on the Plaintiff's Complaint for Sale for Division. All other claims and requested relief by the Plaintiff have been disposed of by prior orders of the Court. Counsel for Pennstar, LLC advised the Court that he had filed a Counterclaim to sell the subject property for division; however, review of the Clerk's record fails to reflect that a counterclaim was ever filed and paid for by Pennstar, LLC. The Court conducted an evidentiary hearing on August 27, 2019, received stipulations of the parties and other evidence. Based on the foregoing, the Court hereby finds as follows:

The property at issue is located in Baldwin County, Alabama and being more particularly described as follows:

Parcel A of Pennstar Exempt Subdivision as recorded in Slide 2455C, Probate Records, Baldwin County, Alabama. (Said Parcel contains 3.01 acres more or less)

Parcel B of Pennstar Exempt Subdivision as recorded in Slide 2455C, Probate Records, Baldwin County, Alabama. (Said Parcel contains 3.03 acres more or less)

Parcel C of Pennstar Exempt Subdivision as recorded in Slide 2455C, Probate Records, Baldwin County, Alabama. (Said Parcel contains 235.96 acres more or less)

HEREINAFTER REFERRED TO AS "THE PROPERTY"

The Court finds that Bass Enterprises, LLC and Pennstar, LLC each own an undivided

party shall be responsible for the payment of their own respective liens or encumbrances of record.

5. The successful bidder shall deliver certified funds in an amount equal to their winning bid to the Baldwin County Circuit Clerk's Office within thirty (30) days of the October 22, 2019 hearing pursuant to § 35-006-102 of the Code of Alabama. The right to purchase shall be awarded to the next highest bidder should the highest bidder fail to timely tender the amount due. In such an event, the next highest bidder shall deliver certified funds in an amount equal to their winning bid to the Circuit Clerk of Baldwin County within thirty (30) days of the highest bidder's failure to perform. Upon such payment and approval of same by the Court, the Clerk shall execute and deliver, or cause to be executed and delivered, the proper instruments transferring title to the purchasers. In such an event, the cost of the appraisal shall be paid from the funds held by the Clerk. Both parties are ordered to immediately notify the Court upon payment of the requisite funds to the Circuit Clerk of Baldwin County, Alabama; thereafter, the Court shall conduct a hearing to approve the sale.

6. In the event that neither party purchases the property, it shall be listed for sale with Jason Harris with Coldwell Banker Reehl Property, Inc. The total real estate commission to be paid shall be .06% of the purchase price. The closing of the property shall be conducted with the law firm of Irby and Heard, P.C. The cost of the appraisal shall be paid from the sale proceeds at closing. All other costs including but not limited to deed fee, document preparation, title insurance, closing costs, recording costs, and tax proration shall be provided and paid for in accordance with the local practices adhered to in the Baldwin County, Alabama real estate market or as otherwise agreed upon by the parties or ordered by the Court. Both parties are ordered to immediately notify the Court upon receipt of an acceptable offer to purchase the property; thereafter, the Court shall conduct a hearing to approve the sale.

7. The net proceeds from the sale for division are to be divided between the parties according to their respective interest.

8. Bass Enterprises, LLC and Pennstar, LLC are ordered to execute all necessary listing and closing documents to effectuate the sale or transfer of the property as ordered herein.

9. The Plaintiff shall cause a copy of this Judgment Order to be recorded in the real estate records of the Office of the Judge of Probate of Baldwin County, Alabama.

10. All other demands for relief sought by any party are hereby denied.

one-half (1/2) interest in the property. No claims of ownership have been made by any other party to the litigation.

The Court finds that the property cannot be equitably divided or partitioned between and/or among the holders in interest.

Pennstar, LLC and Bass Enterprises, LLC both timely filed their Notices of Intent to purchase the subject property.

It is therefore, ORDERED, ADJUDGED and DECREED BY THE Circuit Court of Baldwin County, Alabama as follows:

1. The Court enters a Judgment in favor of the Plaintiff on their claim for sale for division and orders the sale of the property as provided by Alabama law and in accordance with the directives of the Court as set forth herein.

2. The ownership interests of the parties in the property is as follows:

<u>JOINT OWNER</u>	<u>INTEREST</u>
Bass Enterprises LLC	½ interest
Pennstar LLC	½ interest

3. Both Bass Enterprises, LLC and Pennstar, LLC timely filed their Notice to Purchase the property pursuant to § 35-006-100 of the Code of Alabama. By agreement of the parties, the Court appoints Joe Courtney to appraise the property and establish its fair market value. A written copy of the appraisal shall be filed with the Court within thirty (30) days of the date of this order pursuant to § 35-006-101 of the Code of Alabama.

4. The Court shall conduct a private sale of the property between Bass Enterprises, LLC and Pennstar, LLC in open court on October 22, 2019 at 2:30 p.m. in Courtroom #4 of the Baldwin County Courthouse. The parties may submit a sealed bid to purchase the property in open court at the October 22, 2019 hearing. The minimum bid or purchase price for the property shall be equal to the appraised value as established by Joe Courtney or as agreed upon by the parties or ordered by the Court. The property shall be offered for sale, transfer and conveyance AS IS WHERE IS. No representations or warranties shall be made relating to the title or any physical, environmental, health or safety conditions of the property offered for sale. The sale is subject to all prior mortgages, liens, encumbrances and unpaid taxes of record. Each

11. The Court shall maintain jurisdiction to amend its Order until the sale of the property is approved and finalized.

This matter is set for a status hearing on February 18, 2020 at 9:00 a.m. in Courtroom #4 of the Baldwin County Courthouse.

DONE this 27th day of August, 2019.

/s/ C. JOSEPH NORTON
CIRCUIT JUDGE
